

CAREER EDUCATION CORP  
Form 10-Q  
August 03, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark one)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE TRANSITION PERIOD FROM        TO

Commission File Number: 0-23245

CAREER EDUCATION CORPORATION

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	36-3932190 (I.R.S. Employer Identification No.)
231 N. Martingale Road	
Schaumburg, Illinois (Address of principal executive offices)	60173 (Zip Code)

Registrant's telephone number, including area code: (847) 781-3600

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company, as defined in Rule 12b-2 of the Exchange Act. Yes  No

Number of shares of registrant's common stock, par value \$0.01, outstanding as of July 29, 2016: 68,458,130

CAREER EDUCATION CORPORATION

FORM 10-Q

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## CAREER EDUCATION CORPORATION AND SUBSIDIARIES

## CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except share amounts)

	June 30, 2016 (unaudited)	December 31, 2015
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents, unrestricted	\$ 49,663	\$ 66,919
Restricted cash	1,375	49,821
Restricted short-term investments	9,610	-
Short-term investments	140,812	114,901
Total cash and cash equivalents, restricted cash and short-term investments	201,460	231,641
Student receivables, net of allowance for doubtful accounts of \$19,233 and \$18,013 as of June 30, 2016 and December 31, 2015, respectively	27,502	31,618
Receivables, other, net	781	5,194
Prepaid expenses	16,160	14,380
Inventories	2,107	3,353
Other current assets	1,537	2,523
Assets of discontinued operations	159	254
Total current assets	249,706	288,963
<b>NON-CURRENT ASSETS:</b>		
Property and equipment, net	48,574	58,249
Goodwill	87,356	87,356
Intangible assets, net	8,900	9,300
Student receivables, net of allowance for doubtful accounts of \$1,775 and \$2,216 as of June 30, 2016 and December 31, 2015, respectively	3,333	3,958
Deferred income tax assets, net	130,188	137,716
Other assets	16,043	16,562
Assets of discontinued operations	8,694	8,811
<b>TOTAL ASSETS</b>	<b>\$ 552,794</b>	<b>\$ 610,915</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Short-term borrowings	\$ -	\$ 38,000
Accounts payable	13,831	25,906
Accrued expenses:		
Payroll and related benefits	32,120	38,789
Advertising and marketing costs	10,325	11,788
Income taxes	1,600	1,061
Other	24,701	24,082
Deferred tuition revenue	37,398	40,112
Liabilities of discontinued operations	9,376	13,067
Total current liabilities	129,351	192,805

**NON-CURRENT LIABILITIES:**

Deferred rent obligations	39,152	45,927
Other liabilities	23,192	25,197
Liabilities of discontinued operations	6,940	9,376
Total non-current liabilities	69,284	80,500

**STOCKHOLDERS' EQUITY:**

Preferred stock, \$0.01 par value; 1,000,000 shares authorized; none issued or outstanding

- -

Common stock, \$0.01 par value; 300,000,000 shares authorized; 83,431,251

and 82,996,585 shares issued, 68,418,122 and 68,098,654 shares

outstanding as of June 30, 2016 and December 31, 2015, respectively

834 830

Additional paid-in capital

612,449 610,784

Accumulated other comprehensive loss

(330 ) (880 )

Accumulated deficit

(42,668 ) (57,518 )

Cost of 15,013,129 and 14,897,931 shares in treasury as of June 30, 2016

and December 31, 2015, respectively

(216,126 ) (215,606 )

Total stockholders' equity

354,159 337,610

**TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY**

**\$ 552,794 \$ 610,915**

The accompanying notes are an integral part of these condensed consolidated financial statements.

## CAREER EDUCATION CORPORATION AND SUBSIDIARIES

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND  
COMPREHENSIVE INCOME (LOSS)

(In thousands, except per share amounts)

	For the Quarter Ended June 30,		For the Year to Date Ended June 30,	
	2016	2015	2016	2015
<b>REVENUE:</b>				
Tuition and registration fees	\$181,432	\$215,747	\$379,217	\$441,438
Other	1,194	1,081	2,295	2,404
Total revenue	182,626	216,828	381,512	443,842
<b>OPERATING EXPENSES:</b>				
Educational services and facilities	58,062	73,064	119,600	147,958
General and administrative	102,072	145,171	225,635	308,844
Depreciation and amortization	5,202	7,113	11,771	13,899
Asset impairment	-	11,372	237	17,391
Total operating expenses	165,336	236,720	357,243	488,092
Operating income (loss)	17,290	(19,892)	24,269	(44,250)
<b>OTHER INCOME (EXPENSE):</b>				
Interest income	301	224	566	384
Interest expense	(116)	(170)	(352)	(332)
Loss on sale of business	-	(917)	-	(917)
Miscellaneous (expense) income	(231)	5	(14)	(375)
Total other (expense) income	(46)	(858)	200	(1,240)
PRETAX INCOME (LOSS)	17,244	(20,750)	24,469	(45,490)
Provision for (benefit from) income taxes	4,620	(747)	8,755	(958)
INCOME (LOSS) FROM CONTINUING OPERATIONS	12,624	(20,003)	15,714	(44,532)
LOSS FROM DISCONTINUED OPERATIONS, net of tax	(785)	(720)	(864)	(1,072)
NET INCOME (LOSS)	11,839	(20,723)	14,850	(45,604)
<b>OTHER COMPREHENSIVE INCOME (LOSS), net of tax:</b>				
Foreign currency translation adjustments	(97)	-	96	-
Unrealized gains (losses) on investments	131	(43)	454	152
Total other comprehensive income (loss)	34	(43)	550	152
COMPREHENSIVE INCOME (LOSS)	\$11,873	\$(20,766)	\$15,400	\$(45,452)
<b>NET INCOME (LOSS) PER SHARE - BASIC and DILUTED:</b>				
Income (loss) from continuing operations	\$0.18	\$(0.29)	\$0.23	\$(0.66)
Loss from discontinued operations	(0.01)	(0.02)	(0.01)	(0.01)
Net income (loss) per share	\$0.17	\$(0.31)	\$0.22	\$(0.67)
<b>WEIGHTED AVERAGE SHARES OUTSTANDING:</b>				

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Basic	68,368	67,893	68,261	67,714
Diluted	69,015	67,893	68,627	67,714

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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## CAREER EDUCATION CORPORATION AND SUBSIDIARIES

## UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

	For the Year to Date Ended June 30,	
	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	\$14,850	\$(45,604)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Asset impairment	237	17,391
Depreciation and amortization expense	11,771	13,899
Bad debt expense	14,769	9,138
Compensation expense related to share-based awards	1,391	1,470
Loss on sale of businesses, net	-	917
(Gain) loss on disposition of property and equipment	(238 )	3
Changes in operating assets and liabilities	(36,733)	(23,809)
Net cash provided by (used in) operating activities	6,047	(26,595)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of available-for-sale investments	(93,689)	(33,707)
Sales of available-for-sale investments	58,330	36,051
Purchases of property and equipment	(1,970 )	(4,994 )
Proceeds on the sale of assets	3,400	-
Payments of cash upon sale of businesses	(62 )	(2,018 )
Net cash used in investing activities	(33,991)	(4,668 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Issuance of common stock	278	939
Payment on borrowings	(38,000)	(10,000)
Change in restricted cash	48,446	9,500
Net cash provided by financing activities	10,724	439
<b>EFFECT OF FOREIGN CURRENCY EXCHANGE RATE</b>		
CHANGES ON CASH AND CASH EQUIVALENTS:	(36 )	258
NET DECREASE IN CASH AND CASH EQUIVALENTS	(17,256)	(30,566)
CASH AND CASH EQUIVALENTS, beginning of the period	66,919	93,832
CASH AND CASH EQUIVALENTS, end of the period	\$49,663	\$63,266

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.





CAREER EDUCATION CORPORATION AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. DESCRIPTION OF THE COMPANY

Career Education's academic institutions offer a quality education to a diverse student population in a variety of disciplines through online, campus-based and hybrid learning programs. Our two universities – American InterContinental University (“AIU”) and Colorado Technical University (“CTU”) – provide degree programs through the master's or doctoral level as well as associate and bachelor's levels. Both universities predominantly serve students online with career-focused degree programs that are designed to meet the educational demands of today's busy adults. AIU and CTU continue to show innovation in higher education, advancing new personalized learning technologies like their intellipath™ adaptive learning platform that allow students to more efficiently pursue earning a degree by receiving course credit for knowledge they can already demonstrate. Career Education is committed to providing quality education that closes the gap between learners who seek to advance their careers and employers needing a qualified workforce.

Additionally, CEC is in the process of teaching out campuses within our Transitional Group and Culinary Arts segments. Students enrolled at these campuses are afforded the reasonable opportunity to complete their program of study prior to the final teach-out date.

A listing of individual campus locations and web links to Career Education's colleges, institutions and universities can be found at [www.careered.com](http://www.careered.com).

As used in this Quarterly Report on Form 10-Q, the terms “we,” “us,” “our,” “the Company” and “CEC” refer to Career Education Corporation and our wholly-owned subsidiaries. The terms “college,” “institution” and “university” refer to an individual, branded, for-profit educational institution, owned by us and includes its campus locations. The term “campus” refers to an individual main or branch campus operated by one of our colleges, institutions or universities.

2. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, the financial statements do not include all of the information and notes required by GAAP for complete financial statements. In the opinion of management, all adjustments, including normal recurring accruals, considered necessary for a fair presentation have been included. Operating results for the quarter and year to date ended June 30, 2016 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2016.

The unaudited condensed consolidated financial statements presented herein include the accounts of Career Education Corporation and our wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated.

Our reporting segments are determined in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 280 – Segment Reporting and are based upon how the Company analyzes performance and make decisions. We organize our business across four reporting segments: CTU, AIU (comprises University Group); Culinary Arts and Transitional Group (comprises Career Schools Group). Campuses included in our Transitional Group and Culinary Arts segments are currently being taught out and no longer enroll new students. These campuses employ a gradual teach-out process, enabling them to continue to operate while current students have a reasonable opportunity to complete their course of study. All prior periods have been recast to reflect our segments on a comparable basis.

During the second quarter of 2016, the Company completed the teach-out of three Transitional Group campuses: Collins College, International Academy of Design & Technology Sacramento and Sanford-Brown Institute New York, which continue to be reported within the Transitional Group as of June 30, 2016 in accordance with ASC Topic 360 – Property, Plant and Equipment, which limits discontinued operations reporting.

### 3. RECENT ACCOUNTING PRONOUNCEMENTS

In June 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. The amendments in this ASU require a financial asset measured at amortized cost basis to be presented at the net amount expected to be collected and credit losses relating to available-for-sale debt securities to be recorded through an allowance for credit losses. For all public business entities, ASU 2016-13 is effective for annual periods and interim periods beginning after December 15, 2019; early adoption is permitted for all organizations for annual periods and interim periods beginning after December 15, 2018. We are currently evaluating this guidance and believe the adoption will not significantly impact the presentation of our financial condition, results of operations and disclosures.

In March 2016, the FASB issued ASU No. 2016-09, Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. This ASU simplified several aspects of accounting for share-based payment award transactions including income tax consequences, classification of excess tax benefits on the statement of cash flows, classification of employee taxes paid on the statement of cash flows when the employer withholds shares, forfeiture policy election and payroll minimum statutory tax withholding. For all public business entities, ASU 2016-09 is effective for annual periods and interim periods beginning after December 15, 2016. We are currently evaluating this guidance and believe the adoption will significantly impact the presentation of our financial condition, results of operations and disclosures.

In March 2016, the FASB issued ASU No. 2016-07, Investments – Equity Method and Joint Ventures (Topic 323): Simplifying the Transition to the Equity Method of Accounting. The amendments in this ASU eliminate the requirement that when an investment qualifies for use of the equity method as a result of an increase in the level of ownership interest or degree of influence, an investor must adjust the investments, results of operations, and retained earnings retroactively on a step-by-step basis as if the equity method was in effect during all previous periods. The amendments require an equity method investor to add the cost of acquisition and requires available-for-sale equity securities that qualify for the equity method of accounting to recognize earnings as unrealized holding gain or loss in accumulated other comprehensive income. For all entities, ASU 2016-07 is effective for annual periods and interim periods beginning after December 15, 2016. We are currently evaluating this guidance and do not believe the adoption will significantly impact the presentation of our financial condition, results of operations and disclosures.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). The objective of Topic 842 is to establish the principles that lessees and lessors shall apply to report useful information to users of financial statements about the amount, timing, and uncertainty of cash flows arising from a lease. The core principle of Topic 842 is that lessees should recognize the assets and liabilities that arise from leases. All leases create an asset and liability for the lessee in accordance with FASB Concept Statements No. 6 Elements of Financial Statements, and, therefore, recognition of those lease assets and liabilities represents an improvement over previous GAAP. The accounting applied for lessors largely remained unchanged. The amendment in this ASU requires recognition of a lease liability and a right to use asset at the commencement date. For all public business entities, ASU 2016-02 is effective for annual periods and interim periods beginning after December 15, 2018; early adoption is permitted. We are currently evaluating this guidance and believe the adoption will significantly impact the presentation of our financial condition, results of operations and disclosures.

In July 2015, the FASB issued ASU No. 2015-11, Inventory (Topic 330): Simplifying the Measurement of Inventory. The amendments in this ASU require an entity to measure in-scope inventory at the lower of cost and net realizable value, further clarifying consideration for net realizable value as estimated selling prices in the ordinary course of business less reasonably predictable costs of completion, disposal and transportation. This ASU more closely aligns the measurement of inventory in GAAP with the measurement of inventory in International Financial Reporting Standards (“IFRS”). For public business entities, ASU 2015-11 is effective for annual periods and interim periods beginning after December 15, 2016. The amendment in this ASU is prospectively applied with earlier adoption permitted. We are currently evaluating this guidance and do not believe the adoption will significantly impact the presentation of our financial condition, results of operations and disclosures.

In August 2014, the FASB issued ASU No. 2014-15, Presentation of Financial Statements – Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern. This ASU provides guidance to an organization’s management, intended to define management’s responsibility to evaluate whether there is a substantial doubt about an organization’s ability to continue as a going concern and to provide guidance regarding related footnote disclosure. In connection with preparing financial statements for each annual and interim reporting period, an entity’s management should evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date that the financial statements are issued. Management’s evaluation should be based on relevant conditions and events that are known and reasonably knowable at the date that the financial statements are issued. For all entities, ASU 2014-15

is effective for annual periods and interim periods within those annual periods beginning after December 15, 2016; early adoption is permitted. We are currently evaluating the impact that the adoption of ASU 2014-15 will have on the presentation of our financial condition, results of operations and disclosures.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606). ASU 2014-09 is principles based guidance that can be applied to all contracts with customers, enhancing comparability of revenue recognition practices across entities, industries, jurisdictions and capital markets. The core principle of the guidance is that entities should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The guidance details the steps entities should apply to achieve the core principle. Subsequently, FASB issued four additional Updates to the guidance as follows: In August 2015, the FASB issued ASU 2015-14 approving a one-year deferral of the effective date for its new revenue standard for public and nonpublic entities reporting under US GAAP. In March 2016, the FASB issued ASU 2016-08, providing clarity to improve operability and understandability of the implementation guidance on principal versus agent considerations. In April 2016, the FASB issued ASU 2016-10, to add further guidance on identifying performance obligations and the licensing implementation while retaining the related core principles for those areas. In May 2016, the FASB issued ASU 2016-12, amendments to provide clarity on the objective of the collectability criterion, permit an entity to exclude amounts collected from customers for all sales taxes from the transaction price,

specify a measurement date for non-cash consideration, provide a practical expedient permitting an entity to reflect the aggregate effect of all modifications, clarify a completed contract during transition and clarify disclosure requirements for retrospectively applied guidance in Topic 606. The standard will be effective for public business entities for annual reporting periods beginning after December 15, 2017 and interim periods therein. Nonpublic entities would be required to adopt the new standard for annual reporting periods beginning after December 15, 2018, and interim periods within annual reporting periods beginning after December 15, 2019. Additionally, the FASB approved the option to early adopt prior to the original effective date (fiscal years beginning after December 15, 2016). We are currently evaluating the impact that the adoption of ASU 2014-09 will have on the presentation of our financial condition, results of operations and disclosures.

#### 4. DISCONTINUED OPERATIONS

As of June 30, 2016, the results of operations for campuses that have ceased operations prior to 2015 are presented within discontinued operations. Prior to January 1, 2015, our Transitional Group campuses met the criteria for discontinued operations upon completion of their teach-out. Commencing January 1, 2015, in accordance with new guidance under ASC Topic 360, only campuses that meet the criteria of a strategic shift upon disposal will be classified within discontinued operations, among other criteria. Since the January 2015 effective date of the updated guidance within ASC Topic 360, we have not had any campuses that met the criteria to be considered a discontinued operation.

##### Results of Discontinued Operations

The summary of unaudited results of operations for our discontinued operations for the quarters and years to date ended June 30, 2016 and 2015 were as follows (dollars in thousands):

	For the Quarter		For the Year to	
	Ended June 30,		Date Ended	
	2016	2015	2016	2015
Revenue	\$-	\$(29 )	\$-	\$3
Total operating expenses	\$1,255	\$698	\$1,381	\$1,089
Loss before income tax	\$(1,255)	\$(720 )	\$(1,381)	\$(1,072)
Benefit from income tax	(470 )	-	(517 )	-
Loss from discontinued operations, net of tax	\$(785 )	\$(720 )	\$(864 )	\$(1,072)
Net loss per share - Basic and Diluted	\$(0.01 )	\$(0.02)	\$(0.01 )	\$(0.01 )

##### Assets and Liabilities of Discontinued Operations

Assets and liabilities of discontinued operations on our condensed consolidated balance sheets as of June 30, 2016 and December 31, 2015 include the following (dollars in thousands):

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	June 30, 2016	December 31, 2015
Assets:		
Current assets:		
Receivables, net	\$ 159	\$ 254
Total current assets	159	254
Non-current assets:		
Other assets, net	603	720
Deferred income tax assets, net	8,091	8,091
Total assets of discontinued operations	\$ 8,853	\$ 9,065
Liabilities:		
Current liabilities:		
Accounts payable and accrued expenses	\$ 2	\$ 528
Remaining lease obligations	9,374	12,539
Total current liabilities	9,376	13,067
Non-current liabilities:		
Remaining lease obligations	6,775	9,212
Other	165	164
Total liabilities of discontinued operations	\$ 16,316	\$ 22,443

## Remaining Lease Obligations of Discontinued Operations

A number of the campuses that ceased operations prior to January 1, 2015 have remaining lease obligations that expire over time with the latest expiration in 2020. A liability is recorded representing the fair value of the remaining lease obligation at the time the space is no longer being utilized. Changes in our future remaining lease obligations, which are reflected within current and non-current liabilities of discontinued operations on our condensed consolidated balance sheets, for the quarters and years to date ended June 30, 2016 and 2015 were as follows (dollars in thousands):

	Balance, Beginning of Period	Charges (1) Incurred	Net Cash Payments	Other	Balance, End of Period
For the quarter ended June 30, 2016	\$ 17,669	\$ 743	\$ (2,263 )	\$ -	\$ 16,149
For the quarter ended June 30, 2015	\$ 31,605	\$ 157	\$ (3,769 )	\$ -	\$ 27,993
For the year to date ended June 30, 2016	\$ 21,751	\$ 401	\$ (6,003 )	\$ -	\$ 16,149
For the year to date ended June 30, 2015	\$ 37,616	\$ (413 )	\$ (9,210 )	\$ -	\$ 27,993

(1) Includes charges for newly vacated spaces and subsequent adjustments for accretion, revised estimates and variances between estimated and actual charges, net of any reversals for terminated lease obligations.

## 5. FINANCIAL INSTRUMENTS

Investments consist of the following as of June 30, 2016 and December 31, 2015 (dollars in thousands):

	June 30, 2016			
	Cost	Gross Unrealized		Fair Value
		Gain	(Loss)	
Short-term investments (available for sale):				
Non-governmental debt securities	\$ 105,475	\$ 69	\$ (33 )	\$ 105,511
Treasury and federal agencies	35,260	47	(6 )	35,301
Total short-term investments	140,735	116	(39 )	140,812
Restricted short-term investments (available for sale):				
Non-governmental debt securities	9,610	-	-	9,610
Long-term investments (available for sale):				
Municipal bond	7,850	-	(476 )	7,374
Total investments (available for sale)	\$ 158,195	\$ 116	\$ (515 )	\$ 157,796



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	December 31, 2015			
		Gross Unrealized		Fair
	Cost	Gain(Loss)		Value
Short-term investments (available for sale):				
Municipal bonds	\$1,500	\$-	\$(11 )	\$1,489
Non-governmental debt securities	76,999	-	(242 )	76,757
Treasury and federal agencies	36,779	3	(127 )	36,655
Total short-term investments	115,278	3	(380 )	114,901
Long-term investments (available for sale):				
Municipal bond	7,850	-	(476 )	7,374
Total investments (available for sale)	\$123,128	\$3	\$(856 )	\$122,275

In the table above, unrealized holding gains (losses) as of June 30, 2016 relate to short-term investments that have been in a continuous unrealized gain (loss) position for less than one year. The table also includes an unrealized holding loss, greater than one year, which relates to our long-term investment in a municipal bond, which is an auction rate security (“ARS”).

Our unrestricted non-governmental debt securities primarily consist of corporate bonds and commercial paper. Our treasury and federal agencies primarily consist of U.S. Treasury bills and federal home loan debt securities. We do not intend to sell our investments in these securities and it is not likely that we will be required to sell these investments before recovery of the amortized cost basis.

Our restricted short-term investments are comprised entirely of certificates of deposit, which secure our letters of credit. Prior to the second quarter of 2016, these funds were held as cash by the letter of credit issuer and reported by the Company as restricted cash on our condensed consolidated balance sheets.

Our ARS is comprised of debt obligations issued by states, cities, counties and other governmental entities, which earn federally tax-exempt interest. Our ARS has a stated term to maturity of greater than one year, and as such, we classify our investment in ARS as non-current on our condensed consolidated balance sheets within other assets. Auctions can “fail” when the number of sellers of the security exceeds the buyers for that particular auction period. In the event that an auction fails, the interest rate resets at a rate based on a formula determined by the individual security. The ARS for which auctions have failed continues to accrue interest and is auctioned on a set interval until the auction succeeds, the issuer calls the security, or it matures. As of June 30, 2016, we have determined this investment is at risk for impairment due to the nature of the liquidity of the market over the past several years. Cumulative unrealized losses as of June 30, 2016 amount to \$ 0.5 million and are reflected within accumulated other comprehensive loss as a component of stockholders’ equity. We believe this impairment is temporary, as we do not intend to sell the investment and it is unlikely we will be required to sell the investment before recovery of its amortized cost basis.

#### Fair Value Measurements

FASB ASC Topic 820 – Fair Value Measurements establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

As of June 30, 2016, we held investments that are required to be measured at fair value on a recurring basis. These investments (available-for-sale) consist of non-governmental debt securities, treasury and federal agencies and municipal bonds that are publicly traded and our investment in an ARS. Available for sale securities included in Level 1 are valued at quoted prices in active markets for identical assets and liabilities. Available for sale securities included in Level 2 are estimated based on observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Our investment in an ARS is categorized as Level 3 and fair value is estimated utilizing a discounted cash flow analysis as of June 30, 2016 which considers, among other items, the collateralization underlying the security investment, the credit worthiness of the counterparty, the time of expected future cash flows, and the expectation of the next time the security is expected to have a successful auction. The auction event for our ARS investment has failed for multiple years. The security was also compared, when possible, to other observable market data with similar characteristics.

Investments measured at fair value on a recurring basis subject to the disclosure requirements of FASB ASC Topic 820 – Fair Value Measurements at June 30, 2016 and December 31, 2015 were as follows (dollars in thousands):

	As of June 30, 2016			Total
	Level 1	Level 2	Level 3	
Municipal bonds	\$-	\$-	\$7,374	\$7,374
Non-governmental debt securities	35,368	79,753	-	115,121
Treasury and federal agencies	-	35,301	-	35,301
Totals	\$35,368	\$115,054	\$7,374	\$157,796

	As of December 31, 2015			Total
	Level 1	Level 2	Level 3	
Municipal bonds	\$-	\$1,489	\$7,374	\$8,863
Non-governmental debt securities	-	76,757	-	76,757
Treasury and federal agencies	-	36,655	-	36,655
Totals	\$-	\$114,901	\$7,374	\$122,275

The following table presents a rollforward of our assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) as defined in FASB ASC Topic 820 for the year to date ended June 30, 2016 (dollars in thousands):

Balance at December 31, 2015	\$7,374
Unrealized gain (loss)	-
Balance at June 30, 2016	\$7,374

## Equity Method Investment

Our investment in an equity affiliate, which is recorded within other noncurrent assets on our condensed consolidated balance sheets, represents an international investment in a private company. As of June 30, 2016, our investment in an equity affiliate equated to a 30.7%, or \$3.5 million, non-controlling interest in CCKF, a Dublin-based educational technology company providing intelligent adaptive systems to power the delivery of individualized and personalized learning.

During the quarters ended June 30, 2016 and 2015, we recorded approximately \$0.7 million and less than \$0.1 million of loss, respectively, and during the years to date ended June 30, 2016 and June 30, 2015, we recorded approximately \$0.8 million and \$0.2 million of loss, respectively, related to our proportionate investment in CCKF within miscellaneous income (expense) on our unaudited condensed consolidated statements of income (loss) and comprehensive income (loss).

We make periodic operating maintenance payments for our use of intellipath™. The total fees paid to CCKF for the quarters and years to date ended June 30, 2016 and 2015 were as follows (dollars in thousands):

	Maintenance Fee Payments
For the quarter ended June 30, 2016	\$ 345
For the quarter ended June 30, 2015	\$ 343
For the year to date ended June 30, 2016	\$ 687
For the year to date ended June 30, 2015	\$ 699

## Credit Agreement

During the fourth quarter of 2015, the Company; its wholly-owned subsidiary, CEC Educational Services, LLC (“CEC-ES”); and the subsidiary guarantors thereunder entered into a Fourth Amendment to its Amended and Restated Credit Agreement dated as of December 30, 2013 (as amended, the “Credit Agreement”) with BMO Harris Bank N.A., in its capacities as the initial lender and letter of credit issuer thereunder and the administrative agent for the lenders which from time to time may be parties to the Credit Agreement, to among other things, decrease the revolving credit facility to \$95.0 million and require pre-approval by the lenders for each credit extension (other than letter of credit extensions) occurring after December 31, 2015. The revolving credit facility under the Credit Agreement is scheduled to mature on December 31, 2018. The loans and letter of credit obligations under the Credit Agreement are required to be secured by 100% cash collateral. As of June 30, 2016, there were no outstanding borrowings under the revolving credit facility.

## 6. STUDENT RECEIVABLES

Student receivables represent funds owed to us in exchange for the educational services provided to a student. Student receivables are reflected net of an allowance for doubtful accounts and net of deferred tuition revenue as determined on a student-by-student basis at the end of the reporting period. Student receivables, net are reflected on our condensed consolidated balance sheets as components of both current and non-current assets. We do not accrue

interest on past due student receivables; interest is recorded only upon collection.

Generally, a student receivable balance is written off once it reaches greater than 90 days past due. Although we analyze past due receivables, it is not practical to provide an aging of our non-current student receivable balances as a result of the methodology utilized in determining our earned student receivable balances. Student receivables are recognized on our condensed consolidated balance sheets as they are deemed earned over the course of a student's program and/or term, and therefore cash collections are not applied against specifically dated transactions.

Our standard student receivable allowance estimation methodology considers a number of factors that, based on our collection experience, we believe have an impact on our repayment risk and ability to collect student receivables. Changes in the trends in any of these factors may impact our estimate of the allowance for doubtful accounts. These factors include, but are not limited to: internal repayment history, repayment practices of previous extended payment programs, changes in the current economic, legislative or regulatory environments and the ability to complete the federal financial aid process with the student. These factors are monitored and assessed on a regular basis. Overall, our allowance estimation process for student receivables is validated by trending analysis and comparing estimated and actual performance.

#### Student Receivables Under Extended Payment Plans and Recourse Loan Agreements

To assist students in completing their educational programs, we had previously provided extended payment plans to certain students and also had loan agreements with Sallie Mae and Stillwater National Bank and Trust Company ("Stillwater") which required

us to repurchase loans originated by them to our students after a certain period of time. We discontinued providing extended payment plans to students during the first quarter of 2011 and the recourse loan agreements with Sallie Mae and Stillwater ended in March 2008 and April 2007, respectively.

As of June 30, 2016 and December 31, 2015, the amount of non-current student receivables under these programs, net of allowance for doubtful accounts and net of deferred tuition revenue, was \$3.3 million and \$4.0 million, respectively.

#### Student Receivables Valuation Allowance

Changes in our current and non-current receivables allowance for the quarters and years to date ended June 30, 2016 and 2015 were as follows (dollars in thousands):

	Balance, Beginning of Period	Charges to Expense (1)	Amounts Written-off	Balance, End of Period
For the quarter ended June 30, 2016	\$ 22,768	\$ 5,268	\$ (7,028 )	\$ 21,008
For the quarter ended June 30, 2015	\$ 18,249	\$ 4,956	\$ (4,702 )	\$ 18,503
For the year to date ended June 30, 2016	\$ 20,229	\$ 14,875	\$ (14,096 )	\$ 21,008
For the year to date ended June 30, 2015	\$ 19,097	\$ 9,225	\$ (9,819 )	\$ 18,503

(1) Charges to expense include an offset for recoveries of amounts previously written off of \$1.6 million and \$1.7 million for the quarters ended June 30, 2016 and 2015, respectively, and \$3.6 million and \$3.7 million for the years to date ended June 30, 2016 and 2015, respectively.

#### Fair Value Measurements

The carrying amount reported in our condensed consolidated balance sheets for the current portion of student receivables approximates fair value because of the nature of these financial instruments as they generally have short maturity periods. It is not practicable to estimate the fair value of the non-current portion of student receivables, since observable market data is not readily available, and no reasonable estimation methodology exists.

## 7. RESTRUCTURING CHARGES

During the past several years, we have carried out reductions in force related to the continued reorganization of our corporate and campus functions to better align with current total enrollments and made decisions to teach out a number of campuses, meaning gradually close the campuses through an orderly process. As part of the process to wind down these teach-out campuses, the Company also announced that it will align its corporate overhead to support a more streamlined and focused operating entity. Most notably, we have recorded charges within our Transitional Group and Culinary Arts segments and our corporate functions as we continue to align our overall management structure. Each of our teach-out campuses offer current students the reasonable opportunity to complete their course of study. The majority of these teach-out campuses are expected to cease operations by 2017 with the remainder

expected to cease operations in 2018.

The following table details the changes in our accrual for severance and related costs associated with all restructuring events for our continuing operations during the quarters and years to date ended June 30, 2016 and 2015 (dollars in thousands):

	Balance, Beginning of Period	Severance & Related Charges (1) (2)	Payments	Non-cash Adjustments (3)	Balance, End of Period
For the quarter ended June 30, 2016	\$ 14,353	\$ 57	\$ (2,305 )	\$ (815 )	\$ 11,290
For the quarter ended June 30, 2015	\$ 2,596	\$ 12,761	\$ (2,293 )	\$ (201 )	\$ 12,863
For the year to date ended June 30, 2016	\$ 18,985	\$ 272	\$ (7,630 )	\$ (337 )	\$ 11,290
For the year to date ended June 30, 2015	\$ 2,712	\$ 13,645	\$ (3,064 )	\$ (430 )	\$ 12,863

(1) Includes charges related to COBRA and outplacement services which are assumed to be completed by the third month following an employee's departure.

(2) Severance payments will result in future cash expenditures through 2018.

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(3) Includes cancellations due to employee departures prior to agreed upon end dates, employee transfers to open positions within the organization and subsequent adjustments to severance and related costs. Severance and related expenses for the quarters and years to date ended June 30, 2016 and 2015 by reporting segment is as follows (dollars in thousands):

	For the Quarter Ended June 30, 2016		For the Year to Date Ended June 30, 2015	
CTU	\$-	\$275	\$18	\$288
AIU	-	339	66	339
Total University Group	-	614	84	627
Corporate and Other	57	4,318	153	4,318
Subtotal	57	4,932	237	4,945
Culinary Arts	-	125	5	265
Transitional Group	-	7,704	30	8,435
Total	\$57	\$12,761	\$272	\$13,645

The current portion of the accrual for severance and related charges was \$6.9 million as of June 30, 2016, which is recorded within current accrued expenses – payroll and related benefits; the long-term portion of \$4.4 million is recorded within other non-current liabilities on our condensed consolidated balance sheet. In addition, as of June 30, 2016, we have accrued approximately \$1.5 million related to retention bonuses that have been offered to certain employees. These amounts will be recorded ratably over the period the employees are retained.

In addition to the severance charges detailed above, a number of the teach-out campuses will have remaining lease obligations following the eventual campus closure, with the longest lease term being through 2023. The total remaining estimated charge as of June 30, 2016, for all restructuring events reported within continuing operations related to the remaining lease obligation for these leases, once the campus completes the close process, and adjusted for possible lease buyouts and sublease assumptions is approximately \$50 million - \$60 million. The amount related to each campus will be recorded at each campus closure date based on current estimates and assumptions related to the amount and timing of sublease income. This is in addition to approximately \$26.5 million of charges related to remaining obligations that were recorded during 2015 through the second quarter of 2016.

#### Remaining Lease Obligations of Continuing Operations

We have recorded lease exit costs associated with the exit of real estate space for certain campuses related to our continuing operations. These costs are recorded within educational services and facilities expense on our unaudited condensed consolidated statements of income (loss) and comprehensive income (loss). The current portion of the liability for these charges is reflected within other accrued expenses under current liabilities and the long-term portion of these charges are included in other liabilities under the non-current liabilities section of our condensed consolidated balance sheets. Changes in our future minimum lease obligations for exited space related to our continuing operations for the quarters and years to date ended June 30, 2016 and 2015 were as follows (dollars in thousands):

Balance,	Charges	Net Cash	Other	Balance,
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	Beginning (1) of Period	Incurred	Payments		End of Period
For the quarter ended June 30, 2016	\$ 11,618	\$ 5,984	\$ (2,723 )	\$ 2,261	\$ 17,140
For the quarter ended June 30, 2015	\$ 3,609	\$ 2,171	\$ (1,619 )	\$ 1,319	\$ 5,480
For the year to date ended June 30, 2016	\$ 12,892	\$ 9,082	\$ (8,000 )	\$ 3,166	\$ 17,140
For the year to date ended June 30, 2015	\$ 7,094	\$ 6,420	\$ (9,713 )	\$ 1,679	\$ 5,480

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(1)Includes charges for newly vacated spaces and subsequent adjustments for accretion, revised estimates and variances between estimated and actual charges, net of any reversals for terminated lease obligations.

## 8. CONTINGENCIES

An accrual for estimated legal fees and settlements of \$2.2 million and \$2.7 million at June 30, 2016 and December 31, 2015, respectively, is presented within other current liabilities on our condensed consolidated balance sheets.

We record a liability when we believe that it is both probable that a loss will be incurred and the amount of loss can be reasonably estimated. We evaluate, at least quarterly, developments in our legal matters that could affect the amount of liability that

was previously accrued, and make adjustments as appropriate. Significant judgment is required to determine both probability and the estimated amount. We may be unable to estimate a possible loss or range of possible loss due to various reasons, including, among others: (1) if the damages sought are indeterminate; (2) if the proceedings are in early stages; (3) if there is uncertainty as to the outcome of pending appeals, motions, or settlements; (4) if there are significant factual issues to be determined or resolved; and (5) if there are novel or unsettled legal theories presented. In such instances, there is considerable uncertainty regarding the ultimate resolution of such matters, including a possible eventual loss, if any.

#### Litigation

We are, or were, a party to the following legal proceedings that we consider to be outside the scope of ordinary routine litigation incidental to our business. Due to the inherent uncertainties of litigation, we cannot predict the ultimate outcome of these matters. An unfavorable outcome of any one or more of these matters could have a material adverse impact on our business, results of operations, cash flows and financial position.

#### Student Litigation

Surrett, et al. v. Western Culinary Institute, Ltd. and Career Education Corporation. On March 5, 2008, a complaint was filed in Portland, Oregon in the Circuit Court of the State of Oregon in and for Multnomah County naming Western Culinary Institute, Ltd. (“WCI”) and the Company as defendants. Plaintiffs filed the complaint individually and as a putative class action and alleged two claims for equitable relief: violation of Oregon’s Unlawful Trade Practices Act (“UTPA”) and unjust enrichment. Plaintiffs filed an amended complaint on April 10, 2008, which added two claims for money damages: fraud and breach of contract. Plaintiffs allege WCI made a variety of misrepresentations to them, relating generally to WCI’s placement statistics, students’ employment prospects upon graduation from WCI, the value and quality of an education at WCI, and the amount of tuition students could expect to pay as compared to salaries they could expect to earn after graduation. WCI subsequently moved to dismiss certain of plaintiffs’ claims under Oregon’s UTPA; that motion was granted on September 12, 2008. On February 5, 2010, the Court entered a formal Order granting class certification on part of plaintiff’s UTPA and fraud claims purportedly based on omissions, denying certification of the rest of those claims and denying certification of the breach of contract and unjust enrichment claims. The class consists of students who enrolled at WCI between March 5, 2006 and March 1, 2010, excluding those who dropped out or were dismissed from the school for academic reasons.

Plaintiffs filed a fifth amended complaint on December 7, 2010, which included individual and class allegations by Nathan Surrett. Class notice was sent on April 22, 2011, and the opt-out period expired on June 20, 2011. The class consisted of approximately 2,600 members. They are seeking tuition refunds, interest and certain fees paid in connection with their enrollment at WCI.

On May 23, 2012, WCI filed a motion to compel arbitration of claims by 1,062 individual class members who signed enrollment agreements containing express class action waivers. The Court issued an Order denying the motion on July 27, 2012. On August 6, 2012, WCI filed an appeal from the Court’s Order and on August 30, 2012, the Court of Appeals issued an Order granting WCI’s motion to compel the trial court to cease exercising jurisdiction in the case. The oral argument on the appeal was heard on May 9, 2014 and on January 21, 2016, the appellate court reversed the trial court and held that the claims by the 1,062 individual class members referenced above should be compelled to arbitration. The case has been remanded back to the trial court for further proceedings.

Because of the many questions of fact and law that have already arisen and that may arise in the future, the outcome of this legal proceeding is uncertain at this point. Based on information available to us at present, we cannot reasonably estimate a range of potential loss, if any, for this action because of the inherent difficulty in assessing the appropriate measure of damages and the number of class members who might be entitled to recover damages, if we were to be found liable. Accordingly, we have not recognized any liability associated with this action.

False Claims Act

United States of America, ex rel. Melissa Simms Powell, et al. v. American InterContinental University, Inc., a Georgia Corporation, Career Education Corp., a Delaware Corporation and John Doe Nos. 1-100. On July 28, 2009, we were served with a complaint filed in the U.S. District Court for the Northern District of Georgia, Atlanta Division. The complaint was originally filed under seal on July 14, 2008 by four former employees of the Dunwoody campus of our American InterContinental University on behalf of themselves and the federal government. On July 27, 2009, the Court ordered the complaint unsealed and we were notified that the U.S. Department of Justice declined to intervene in the action. When the federal government declines to intervene in a False Claims Act action, as it has done in this case, the private plaintiffs (or “relators”) may elect to pursue the litigation on behalf of the federal government and, if they are successful, receive a portion of the federal government’s recovery. The action alleges violations of the False Claims Act and promissory fraud, including allegedly providing false certifications to the federal government regarding compliance with certain provisions of the Higher Education Act and accreditation standards. Relators claim that defendants’ conduct caused the government to pay federal funds to defendants and to make payments to third-party lenders, which the government would not have made if not for defendants’ alleged violation of the law. Relators seek treble damages plus civil penalties and attorneys’ fees.

On July 12, 2012, the Court granted our motion to dismiss for a lack of jurisdiction, the claims related to incentive compensation and proof of graduation. Thus, the only claim that remained pending against defendants was based on relators' contention that defendants misled the school's accreditor, Southern Association of Colleges and Schools, during the accreditation process. On December 16, 2013, we filed a motion for summary judgment on a variety of substantive grounds. On September 29, 2014, the Court granted our motion for summary judgment and entered judgment in our favor. On October 2, 2014, relators filed a notice of appeal. The appeal was stayed pending the United States Supreme Court's decision in *Kellogg Brown & Root Servs., Inc. v. U.S. ex rel. Carter*, No. 12-1497. The Supreme Court issued its decision and the case was remanded to the district court. After considering additional arguments regarding whether it has jurisdiction over relators' remaining claims, on June 8, 2016, the district court issued an order finding that it does not have jurisdiction over the relators' proof of graduation claim. The Court additionally found that it does not have jurisdiction over the incentive compensation claim as to three of the four relators, but that it does have jurisdiction over that claim with respect to the fourth relator. The Court ordered, and the parties submitted further briefing as to whether and to what extent the Court's June 8, 2016 order affected its September 29, 2014 order granting summary judgment to defendants on the accreditation claim.

Because of the many questions of fact and law that have already arisen and that may arise in the future, the outcome of this legal proceeding is uncertain at this point. Based on information available to us at present, we cannot reasonably estimate a range of potential loss, if any, for this action because the complaint does not seek a specified amount of damages and it is unclear how damages would be calculated, if we were to be found liable. Moreover, the case presents novel legal issues. Accordingly, we have not recognized any liability associated with this action.

*United States of America, ex rel. Brent M. Nelson v. Career Education Corporation, Sanford-Brown, Ltd., and Ultrasound Technical Services, Inc.* On April 18, 2013, defendants were served with an amended complaint filed in the U.S. District Court for the Eastern District of Wisconsin. The original complaint was filed under seal on July 30, 2012 by a former employee of Sanford-Brown College Milwaukee on behalf of himself and the federal government. On February 27, 2013, the Court ordered the complaint unsealed and we were notified that the U.S. Department of Justice declined to intervene in the action. After the federal government declined to intervene in this case, the relator elected to pursue the litigation on behalf of the federal government. If he is successful he would receive a portion of the federal government's recovery. An amended complaint was filed by the relator on April 12, 2013 and alleges violations of the False Claims Act, including allegedly providing false certifications to the federal government regarding compliance with certain provisions of the Higher Education Act and accreditation standards. Relator claims that defendants' conduct caused the government to pay federal funds to defendants, and to make payments to third-party lenders, which the government would not have made if not for defendants' alleged violation of the law. Relator seeks treble damages plus civil penalties and attorneys' fees. On June 11, 2013, defendants filed a motion to dismiss the case on a variety of grounds. The Court ruled on that motion, dismissing CEC from the case and dismissing several of the relator's factual claims. On November 27, 2013, Sanford Brown, LTD., and Ultrasound Technical Services, Inc., the remaining Company defendants, filed a motion to dismiss the case for lack of subject matter jurisdiction due to prior public disclosures of the relator's alleged claims. On March 17, 2014, the Court granted this motion in part, limiting the timeframe and geographical scope of the relator's claims. On June 13, 2014, the Court granted the remaining Company defendants' motion for summary judgment and entered judgment in their favor. On July 9, 2014, relator filed a notice of appeal. On June 8, 2015, the appellate court affirmed the district court. On July 2, 2015, relator filed a petition for rehearing, which was denied on August 4, 2015. On December 2, 2015, relator filed his petition for certiorari to the United States Supreme Court. Defendants filed their opposition to the petition on February 3, 2016. On June 27, 2016, the Supreme Court entered an order granting the petition, vacating the appellate court's judgment and remanding the case back to the appellate court for further consideration.

Because of the many questions of fact and law that have already arisen and that may arise in the future, the outcome of this legal proceeding is uncertain at this point. Based on information available to us at present, we cannot reasonably estimate a range of potential loss, if any, for this action because the complaint does not seek a specified amount of damages and it is unclear how damages would be calculated, if we were to be found liable. Accordingly, we have not recognized any liability associated with this action.

United States of America, ex rel. Ann Marie Rega v. Career Education Corporation, et al. On May 16, 2014, Relator Ann Marie Rega, a former employee of Sanford-Brown Iselin, filed an action in the U.S. District Court for the District of New Jersey against the Company and almost all of the Company's individual schools on behalf of herself and the federal government. She alleges claims under the False Claims Act, including that the defendants allegedly provided false certifications to the federal government regarding compliance with certain provisions of the Higher Education Act and accreditation standards. Relator claims that defendants' conduct caused the government to pay federal funds to defendants, and to make payments to third-party lenders, which the government would not have made if not for defendants' alleged violation of the law. Relator seeks treble damages plus civil penalties and attorneys' fees. Relator failed to comply with the statutory requirement that all False Claims Act cases be filed under seal. On June 16, 2014, defendants filed a motion to dismiss the complaint with prejudice as to relator for failure to file her complaint under seal in accordance with the requirements of the False Claims Act.

The Company has been contacted by the Civil Division of the U.S. Department of Justice ("DOJ") with a request for certain documents and information relating to relator's claims. The Company is cooperating with the DOJ.

Because it is in the early stages and because of the many questions of fact and law that may arise, the outcome of this legal proceeding is uncertain at this point. Based on information available to us at present, we cannot reasonably estimate a range of potential loss, if any, for this action because the complaint does not seek a specified amount of damages and it is unclear how damages

would be calculated, if we were to be found liable. Moreover, the case presents novel legal issues. Accordingly, we have not recognized any liability associated with this action.

#### Employment Litigation

Wilson, et al. v. Career Education Corporation. On August 11, 2011, Riley Wilson, a former admissions representative based in Minnesota, filed a complaint in the U.S. District Court for the Northern District of Illinois. The two-count complaint asserts claims of breach of contract and unjust enrichment arising from our decision to terminate our Admissions Representative Supplemental Compensation (“ARSC”) Plan. In addition to his individual claims, Wilson also seeks to represent a nationwide class of similarly situated admissions representatives who also were affected by termination of the plan. On October 6, 2011, we filed a motion to dismiss the complaint. On April 13, 2012, the Court granted our motion to dismiss in its entirety and dismissed plaintiff’s complaint for failure to state a claim. The Court dismissed this action with prejudice on May 14, 2012. On June 11, 2012, plaintiff filed a notice of appeal with the U.S. Court of Appeals for the Seventh Circuit appealing the final judgment of the trial court. Briefing was completed on October 30, 2012, and oral argument was held on December 3, 2012. On August 30, 2013, the Seventh Circuit affirmed the district court’s ruling on plaintiff’s unjust enrichment claim but reversed and remanded for further proceedings on plaintiff’s breach of contract claim. On September 13, 2013, we filed a petition for rehearing to seek review of the panel’s decision on the breach of contract claim and for certification of question to the Illinois Supreme Court, but the petition was denied.

The case was remanded to the district court for further proceedings on the sole question of whether CEC’s termination of the ARSC Plan violated the implied covenant of good faith and fair dealing. The parties completed fact discovery as to the issue of liability. On March 24, 2015, we filed a motion for summary judgment which the Court granted on December 18, 2015. Plaintiff filed his notice of appeal on January 16, 2016.

Because of the many questions of fact and law that may arise on appeal, the outcome of this legal proceeding is uncertain at this point. Based on information available to us at present, we cannot reasonably estimate a range of potential loss, if any, for this action. Accordingly, we have not recognized any liability associated with this action.

#### Other Litigation

In addition to the legal proceedings and other matters described above, we are also subject to a variety of other claims, lawsuits and investigations that arise from time to time out of the conduct of our business, including, but not limited to, claims involving prospective students, students or graduates, alleged violations of the Telephone Consumer Protection Act, both individually and on behalf of a putative class, and routine employment matters. While we currently believe that such claims, individually or in aggregate, will not have a material adverse impact on our financial position, cash flows or results of operations, these other matters are subject to inherent uncertainties, and management’s view of these matters may change in the future. Were an unfavorable final outcome to occur in any one or more of these matters, there exists the possibility of a material adverse impact on our business, reputation, financial position, cash flows, and the results of operations for the period in which the effect becomes probable and reasonably estimable.

#### State Investigations

The Attorney General of Connecticut is serving as the point of contact for inquiries received from the attorneys general of the following: Arkansas, Arizona, Connecticut, Idaho, Iowa, Kentucky, Missouri, Nebraska, North Carolina, Oregon, Pennsylvania, Washington (January 24, 2014); Illinois (December 9, 2011); Tennessee (February 7, 2014); Hawaii (May 28, 2014); New Mexico (May 2014); Maryland (March 16, 2015); and the District of Columbia (June 3, 2015) (these 18 attorneys general are collectively referred to as the “Multi-State AGs”). In addition, the Company has received inquiries from the attorneys general of Florida (November 5, 2010), Massachusetts (September 27, 2012), Colorado (August 27, 2013) and Minnesota (September 18, 2014). The inquiries are civil investigative

demands or subpoenas which relate to the investigation by the attorneys general of whether the Company and its schools have complied with certain state consumer protection laws, and generally focus on the Company's practices relating to the recruitment of students, graduate placement statistics, graduate certification and licensing results and student lending activities, among other matters. Depending on the state, the documents and information sought by the attorneys general in connection with their investigations cover time periods as early as 2006 to the present. The Company intends to cooperate with the states involved with a view towards resolving these inquiries as promptly as possible. In this regard, over the past several months the Company has participated in several meetings with representatives of the Multi-State AGs about the Company's business and to engage in a dialogue towards a resolution of these inquiries.

We cannot predict the scope, duration or outcome of these attorney general investigations. At the conclusion of any of these matters, the Company or certain of its schools may be subject to claims of failure to comply with state laws or regulations and may be required to pay significant financial penalties and/or curtail or modify their operations. Other state attorneys general may also initiate inquiries into the Company or its schools. In addition, all of the Company's institutions have been issued provisional program participation agreements that extend through December 31, 2016. Each of our institutions will need to apply for recertification by September 30, 2016 in order to continue its eligibility to participate in Title IV Programs. We cannot predict whether, or to what extent, any of these inquiries or future resolutions of these inquiries might impact our Title IV eligibility. Depending on the circumstances of any resolution of these inquiries, ED may revoke, limit, suspend, delay or deny the institution's or all of the

Company's institutions' Title IV eligibility, or impose fines. If any of the foregoing occurs, our business, reputation, financial position, cash flows and results of operations could be materially adversely affected. Based on information available to us at present, we cannot reasonably estimate a range of potential monetary or non-monetary impact these investigations might have on the Company because it is uncertain what remedies, if any, these regulators might ultimately seek in connection with these investigations.

In addition to the aforementioned inquiries, from time to time, we receive informal requests from state Attorneys General and other government agencies relating to specific complaints they have received from students or former students which seek information about the student, our programs, and other matters relating to our activities in the relevant state. These requests can be broad and time consuming to respond to, and there is a risk that they could expand and/or lead to a formal inquiry or investigation into our practices in a particular state.

#### Federal Trade Commission Inquiry

On August 20, 2015, the Company received a request for information pursuant to a Civil Investigative Demand from the U.S. Federal Trade Commission ("FTC"). The request was made pursuant to a November 2013 resolution by the FTC directing an investigation to determine whether unnamed persons, partnerships, corporations, or others have engaged or are engaging in deceptive or unfair acts or practices in or affecting commerce in the advertising, marketing or sale of secondary or postsecondary educational products or services, or educational accreditation products or services. The information request requires the Company to provide documents and information regarding a broad spectrum of the business and practices of its subsidiaries and institutions for the time period of January 1, 2010 to the present. The Company is cooperating with the FTC with a view towards resolving these inquiries as promptly as possible.

Because the FTC inquiry is in the early stages and because of the many questions of fact and law that may arise, we cannot predict the outcome of the inquiry. Based on information available to us at present, we cannot reasonably estimate a range of potential monetary or non-monetary impact this inquiry might have on the Company because it is uncertain what remedies, if any, the FTC might ultimately seek in connection with this inquiry.

#### SEC Inquiry

As previously disclosed, on June 21, 2016, the Company received a request for documents and information from the Denver Regional Office of the Securities and Exchange Commission ("SEC") regarding the Company's fourth quarter 2014 classification of the Company's Le Cordon Bleu Culinary Arts campuses as held for sale within discontinued operations, subsequent sales process and SEC's related public disclosures. The Company is cooperating with the SEC's inquiry. Because the inquiry is in the early stages, we cannot predict its outcome or estimate the nature or amount of possible remedies, if any, the SEC might ultimately seek in connection with this inquiry.

#### Regulatory Matters

##### ED Inquiry and HCM1 Status

In December 2011, the U.S. Department of Education ("ED") advised the Company that it is conducting an inquiry concerning possible violations of ED misrepresentation regulations related to placement rates reported by certain of the Company's institutions to accrediting bodies, students and potential students. This inquiry stems from the Company's self-reporting to ED of its internal investigation into student placement determination practices at the Company's previous Health Education segment campuses and review of placement determination practices at all of the Company's other domestic campuses in 2011. The Company has been cooperating with ED in connection with this inquiry. If ED determines that the Company or any of its institutions violated ED misrepresentation regulations with



regard to the publication or reporting of placement rates or other disclosures to students or prospective students or finds any other basis in the materials we are providing, ED may revoke, limit, suspend, delay or deny the institution's or all of the Company's institutions Title IV eligibility, or impose fines. In addition, all of the Company's institutions have been issued provisional program participation agreements that extend through December 31, 2016. Each of our institutions will need to apply for recertification by September 30, 2016 in order to continue its eligibility to participate in Title IV Programs. We cannot predict whether, or to what extent, ED's inquiry might impact this recertification process.

In December 2011, ED also moved all of the Company's institutions from the "advance" method of payment of Title IV Program funds to cash monitoring status (referred to as Heightened Cash Monitoring 1, or HCM1, status). If ED finds violations of the Higher Education Act or related regulations, ED may impose monetary or program level sanctions, impose some period of delay in the Company's receipt of Title IV funds or transfer the Company's schools to the "reimbursement" or Heightened Cash Monitoring 2 ("HCM2") methods of payment of Title IV Program funds. While on HCM2 status, an institution must disburse its own funds to students, document the students' eligibility for Title IV Program funds and comply with certain waiting period requirements before receiving such funds from ED, which results in a significant delay in receiving those funds. The process of re-establishing a regular schedule of cash receipts for the Title IV Program funds if ED places our schools on "reimbursement" or HCM2 payment status could take several months, and would require us to fund ongoing operations substantially out of existing cash balances. If our existing cash

balances are insufficient to sustain us through this transition period, we would need to pursue other sources of liquidity, which may not be available or may be costly.

#### OIG Audit

Our schools and universities are subject to periodic audits by various regulatory bodies, including the U.S. Department of Education's Office of Inspector General ("OIG"). The OIG audit services division commenced a compliance audit of CTU in June 2010, covering the period July 5, 2009 to May 16, 2010 (the "Audit Period"), to determine whether CTU had policies and procedures to ensure that CTU administered Title IV Program and other federal program funds in accordance with applicable federal law and regulation. On January 13, 2012, the OIG issued a draft report identifying three findings, including one regarding the documentation of attendance of students enrolled in online programs and one regarding the calculation of returns of Title IV Program funds arising from student withdrawals without official notice to the institution. CTU submitted a written response to the OIG, contesting these findings, on March 2, 2012. CTU disagreed with the OIG's proposed determination of what constitutes appropriate documentation or verification of online academic activity during the time period covered by the audit. CTU's response asserted that this finding was based on the retroactive application of standards adopted as part of the program integrity regulations that first went into effect on July 1, 2011. The OIG final report, along with CTU's response to the draft report, was forwarded to ED's Office of Federal Student Aid on September 21, 2012. On October 24, 2012, CTU provided a further response challenging the findings of the report directly to ED's Office of Federal Student Aid. As a result of ED's review of these materials, on January 31, 2013, CTU received a request from ED that it perform two file reviews covering the Audit Period to determine potential liability on two discrete issues associated with one of the above findings. The first file review relates to any potential aid awarded to students who engaged in virtual classroom attendance activities prior to the official start date of a course and for which no further attendance was registered during the official class term. The second file review relates to students that were awarded and paid Pell funds for enrollment in two concurrent courses, while only registering attendance in one of the two courses. The Company completed these file reviews and provided supporting documentation to ED on April 10, 2013. On April 29, 2016, ED directed CTU to perform these same two file reviews for an additional time period that extended from the end of the Audit Period through June 30, 2011, which CTU has completed and submitted to ED. On April 29, 2016, ED also requested an additional file review related to whether CTU appropriately performed calculations regarding any required return of Title IV Program funds for students that failed to earn passing grades within a term. This additional file review covers the period from July 5, 2009 to June 30, 2011 and is a review of whether students should be deemed to have unofficially withdrawn from the institution based on each student's last known academically-related activity. CTU is seeking reconsideration of the request for this additional file review. As of June 30, 2016, the Company has a \$1.0 million reserve recorded related to this matter. This reserve does not include any amount relating to the additional file review requested by ED on April 29, 2016 because it is uncertain.

#### 9. INCOME TAXES

The determination of the annual effective tax is based upon a number of significant estimates and judgments, including the estimated annual pretax income in each tax jurisdiction in which we operate and the ongoing development of tax planning strategies during the year. In addition, our provision for income taxes can be impacted by changes in tax rates or laws, the finalization of tax audits and reviews, as well as other factors that cannot be predicted with certainty. As such, there can be significant volatility in interim tax provisions.

The following is a summary of our provision for (benefit from) income taxes and effective tax rate from continuing operations:

	For the Quarter		For the Year to Date	
	Ended June 30,		Ended June 30,	
	2016	2015	2016	2015
Pretax income (loss)	\$17,244	\$(20,750)	\$24,469	\$(45,490)
Provision for (benefit from) income taxes	\$4,620	\$(747 )	\$8,755	\$(958 )
Effective rate	26.8	% -3.6	% 35.8	% -2.1

As of December 31, 2015, we determined that it was more likely than not that we will realize most of our deferred tax assets and, as a result, reversed a significant portion of our valuation allowance during the fourth quarter of 2015. As of December 31, 2015, a valuation allowance of \$47.5 million was maintained with respect to our foreign tax credits, separate state net operating losses and Illinois edge credits. After considering both positive and negative evidence related to the realization of these deferred tax assets we have determined that it is necessary to continue to record the valuation allowance against these credits and separate state net operating losses as of June 30, 2016.

The effective tax rate for the quarter and year to date ended June 30, 2016 includes a \$2.1 million favorable tax adjustment related to the recent closure of a federal tax audit for the tax years 2013 and 2014. The effect of this discrete item was to decrease the quarter and year to date effective rate by 12.2% and 8.6%, respectively. The effective rate for the quarter and year to date ended June 30, 2015, was primarily driven by maintaining a full valuation allowance against our deferred tax assets. For the quarter and year to

date ended June 30, 2015, the effect of federal and state valuation losses reduced the effective tax rate benefit by 28.0% and 37.1%, respectively.

We estimate that it is reasonably possible that the gross liability for unrecognized tax benefits for a variety of uncertain tax positions will decrease by up to \$1.3 million in the next twelve months as a result of the completion of various tax audits currently in process and the expiration of the statute of limitations in several jurisdictions. The income tax rate for the quarter and year to date ended June 30, 2016 does not take into account the possible reduction of the liability for unrecognized tax benefits. The impact of a reduction to the liability will be treated as a discrete item in the period the reduction occurs. We recognize interest and penalties related to unrecognized tax benefits in tax expense. As of June 30, 2016, we had accrued \$1.8 million as an estimate for reasonably possible interest and accrued penalties.

Our tax returns are routinely examined by federal, state, local and foreign tax authorities and these audits are at various stages of completion at any given time. The Internal Revenue Service recently completed its examination of our U.S. income tax returns for the 2013 and 2014 tax years.

## 10. SHARE-BASED COMPENSATION

### Overview of Share-Based Compensation Plans

The Career Education Corporation 2016 Incentive Compensation Plan (the “2016 Plan”) was approved by the Company’s stockholders on May 24, 2016. The 2016 Plan authorizes awards of stock options, stock appreciation rights, restricted stock, restricted stock units, deferred stock, performance units, annual incentive awards, and substitute awards, which generally may be settled in cash or shares of our common stock. Any shares of our common stock that are subject to awards of stock options or stock appreciation rights payable in shares will be counted as 1.0 share for each share issued for purposes of the aggregate share limit and any shares of our common stock that are subject to any other form of award payable in shares will be counted as 1.35 shares for each share issued for purposes of the aggregate share limit. As of June 30, 2016, there were approximately 4.1 million shares of common stock available for future share-based awards under the 2016 Plan, which is net of (i) 0.2 million shares issuable upon exercise of outstanding options and (ii) less than 0.1 million shares underlying restricted stock units, which will be settled in shares of our common stock if the vesting conditions are met and thus reduce the common stock available for future share-based awards under the 2016 Plan by the amount vested. These shares have been multiplied by the applicable factor under the 2016 Plan to determine the remaining shares available as of June 30, 2016. Additionally, as of June 30, 2016, there were approximately 3.0 million shares issuable upon exercise of outstanding options and 1.8 million shares underlying restricted and deferred stock units outstanding, which will be settled in shares of our common stock if the vesting conditions are met under the previous Career Education Corporation 2008 Incentive Compensation Plan. This plan was replaced by the 2016 Plan and effective May 24, 2016, all future awards will be made under the 2016 Plan. The vesting of all types of equity awards (stock options, stock appreciation rights, restricted stock awards, restricted stock units and deferred stock units) is subject to possible acceleration in certain circumstances. Generally, if a plan participant terminates employment for any reason other than by death or disability during the vesting period, the right to unvested equity awards is forfeited.

As of June 30, 2016, we estimate that compensation expense of approximately \$6.0 million will be recognized over the next four years for all unvested share-based awards that have been granted to participants, including stock options, shares of restricted stock and restricted stock units and deferred stock units to be settled in shares of stock but excluding restricted stock units to be settled in cash.

Stock Options. The exercise price of stock options and stock appreciation rights granted under each of the plans is equal to the fair market value of our common stock on the date of grant. Employee stock options generally become

exercisable 25% per year over a four-year service period beginning on the date of grant and expire ten years from the date of grant. Non-employee directors' stock options expire ten years from the date of grant and generally become exercisable as follows: 100% after first anniversary of grant date or one-fourth on the grant date and one-fourth for each of the first through third anniversary of the grant date. Grants of stock options are generally only subject to the service conditions discussed previously.

Stock option activity during the year to date ended June 30, 2016 under all of our plans was as follows (options in thousands):

	Options	Weighted Average Exercise Price
Outstanding as of December 31, 2015	2,658	\$ 14.27
Granted	906	4.79
Exercised	(26 )	2.65
Forfeited	(41 )	4.30
Cancelled	(263 )	25.36
Outstanding as of June 30, 2016	3,234	\$ 10.93
Exercisable as of June 30, 2016	1,810	\$ 15.78

Restricted Stock Units to be Settled in Stock. Restricted stock units to be settled in shares of stock generally become fully vested as follows: 25% per year over a four-year service period or one-third for each of the first through third anniversary of the grant date. Certain awards granted in 2016 vest 20% after the first year, 50% after the second year and 30% after the third year and are “performance-based” awards which are subject to performance conditions that, even if the requisite service period is met, may reduce the number of units of restricted stock that vest at the end of the requisite service period or result in all units being forfeited. Also, certain awards granted in the second quarter of 2015 for retention purposes are subject to accelerated vesting and cash settlement in the event of an involuntary not-for-cause termination of employment by the Company.

The following table summarizes information with respect to all outstanding restricted stock units to be settled in shares of stock under our plans during the year to date ended June 30, 2016 (units in thousands):

	Restricted Stock to be Settled in Shares of Stock	
	Units	Weighted Average Grant-Date Fair Value Per Unit
Outstanding as of December 31, 2015	758	\$ 5.55
Granted	1,556	4.58
Vested <sup>(1)</sup>	(363 )	6.07
Forfeited	(124 )	5.25
Outstanding as of June 30, 2016	1,827	\$ 4.64

(1) The total vested awards include 9.2 thousand of vested stock settled in cash. As a result of the termination provision for certain awards, certain termination scenarios allow for cash-settlement.

Deferred Stock Units to be Settled in Stock. During 2014, we granted deferred stock units to our non-employee directors. The deferred stock units are to be settled in shares of stock and generally vest one-third per year over a three-year service period beginning on the date of grant. Settlement of the deferred stock units and delivery of the underlying shares of stock to the plan participants does not occur until he or she ceases to provide services to the Company in the capacity of a director, employee or consultant.

The following table summarizes information with respect to all deferred stock units during the year to date ended June 30, 2016 (units in thousands):

Deferred Stock	Weighted Average
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	Units to be Settled  in Shares	Grant-Date Fair  Value Per Unit
Outstanding as of December 31, 2015 <sup>(1)</sup>	91	\$ 4.43
Granted	-	-
Vested	(15 )	4.39
Forfeited	-	-
Outstanding as of June 30, 2016 <sup>(1)</sup>	76	\$ 4.44

(1) Includes vested but unreleased awards. These awards are included in total outstanding awards until they are released under the terms of the agreement.

Restricted Stock Units to be Settled in Cash. Restricted stock units to be settled in cash generally become fully vested 25% per year over a four-year service period beginning on the date of grant. Certain awards granted to our Chief Executive Officer in 2015 outside of the 2008 Plan vest 50% per year over a two-year service period. Cash-settled restricted stock units are recorded as liabilities as the expense is recognized and the fair value for these awards is determined at each period end date with changes in fair value recorded in our unaudited condensed consolidated statements of income (loss) and comprehensive income (loss) in the current period. Cash-settled restricted stock units are settled with a cash payment for each unit vested equal to the closing price on the vesting date. Cash-settled restricted stock units are not included in common shares reserved for issuance or available for issuance under the 2016 Plan.

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The following table summarizes information with respect to all cash-settled restricted stock units during the year to date ended June 30, 2016 (units in thousands):

	Restricted Stock
	Units to be Settled
	in Cash
Outstanding as of December 31, 2015	1,575
Granted	461
Vested	(331 )
Forfeited	(181 )
Outstanding as of June 30, 2016	1,524

Upon vesting, based on the conditions set forth in the award agreements, these units will be settled in cash. We valued these units in accordance with the guidance set forth by FASB ASC Topic 718 – Compensation-Stock Compensation and recognized \$2.0 million of expense for the year to date 2016 for all cash-settled restricted stock units, of which \$1.1 million was recorded during the quarter ended June 30, 2016.

Stock-Based Compensation Expense. Total stock-based compensation expense for the quarters and years to date ended June 30, 2016 and 2015 for all types of awards was as follows (dollars in thousands):

Award Type	For the Quarter		For the Year to	
	Ended June 30,		Date Ended	
	2016	2015 <sup>(1)</sup>	2016	2015 <sup>(1)</sup>
Stock options	\$348	\$ 124	\$589	\$ 394
Restricted stock or units settled in stock	494	239	791	1,527
Restricted stock units settled in cash	1,088	256	2,021	544
Total stock-based compensation expense	\$1,930	\$ 619	\$3,401	\$ 2,465

(1) Stock-based compensation expense for the year to date 2015 does not reflect \$1.5 million of forfeitures related to our former Chief Executive Officer's departure which was applied against the separation agreement payment of \$2.5 million.

Performance Unit Awards. Performance unit awards granted during 2014, 2015 and 2016 are long-term incentive, cash-based awards. Payment of these awards is based upon a calculation of Total Shareholder Return ("TSR") of CEC as compared to TSR across a specified peer group of our competitors over a three-year performance period ending primarily on December 31, 2016, 2017 and 2018, respectively. These awards are recorded as liabilities as the expense is recognized and fair value for these awards is revalued at each period end date with changes in fair value recorded in our unaudited condensed consolidated statements of income (loss) and comprehensive income (loss) in the current period. We recorded \$0.9 million of expense and \$0.3 million of credit related to these awards for the years to date ended June 30, 2016 and June 30, 2015, respectively, with \$0.6 million and \$0.1 million of expense for the quarters ended June 30, 2016 and June 30, 2015, respectively.



## 11. WEIGHTED AVERAGE COMMON SHARES

Basic net income (loss) per share is calculated by dividing net income (loss) by the weighted average number of common shares outstanding for the period. Diluted earnings per share is computed by dividing net income (loss) by the weighted average number of shares assuming dilution. Dilutive common shares outstanding is computed using the Treasury Stock Method and reflects the additional shares that would be outstanding if dilutive stock options were exercised and restricted stock and restricted stock units were settled for common shares during the period.

The weighted average number of common shares used to compute basic and diluted net income (loss) per share for the quarters and years to date ended June 30, 2016 and 2015 were as follows:

	For the Quarter		For the Year to	
	Ended June 30,		Date Ended	
	2016	2015 <sup>(1)</sup>	2016	2015 <sup>(1)</sup>
Basic common shares outstanding	68,368	67,893	68,261	67,714
Common stock equivalents	647	-	366	-
Diluted common shares outstanding	69,015	67,893	68,627	67,714

(1) Due to the fact that we reported a loss from continuing operations for the quarter and year to date ended June 30, 2015, potential common stock equivalents are excluded from the diluted common shares outstanding calculation. Per FASB ASC Topic 260 – Earnings Per Share, an entity that reports discontinued operations shall use income or loss from continuing operations as the benchmark for calculating diluted common shares outstanding, and as such, we have zero common stock equivalents since these shares would have an anti-dilutive effect on our net loss per share for the quarter and year to date ended June 30, 2015.

For the quarter and year to date ended June 30, 2016, certain unexercised stock option awards are excluded from our computations of diluted earnings per share, as these shares were out-of-the-money and their effect would have been anti-dilutive. The anti-dilutive options that were excluded from our computations of diluted earnings per share were 2.8 million and 2.6 million shares for the quarter and year to date ended June 30, 2016, respectively.

## 12. SEGMENT REPORTING

Our segments are determined in accordance with FASB ASC Topic 280—Segment Reporting and are based upon how the Company analyzes performance and makes decisions. Each segment represents a group of postsecondary education providers that offer a variety of degree and non-degree academic programs. These segments are organized by key market segments to enhance operational alignment and, for our two universities, to enhance brand focus within each segment to more effectively execute our strategic plan. As of June 30, 2016, our four segments are:

### University Group:

“ Colorado Technical University (CTU) places a strong focus on providing industry-relevant degree programs to meet the needs of our students for employment and of employers for a well-educated workforce and offers academic programs in the career-oriented disciplines of business studies, information systems and technologies, criminal justice, computer science and engineering, and health sciences. Students pursue their degrees through fully-online programs through CTU Online, local campuses and blended formats, which combine campus-based and online education. As of June 30, 2016, students enrolled at CTU represented approximately 56% of our total enrollments. Approximately 92% of CTU’s enrollments are fully online.

“ American InterContinental University (AIU) focuses on helping busy professionals get the degree they need to move forward in their career as efficiently as possible and collectively offers academic programs in the career-oriented disciplines of business studies, information technologies, criminal justice and design technologies. Students pursue their degrees through fully-online programs through AIU Online, local campuses and blended formats, which combine campus-based and online education. As of June 30, 2016, students enrolled at AIU represented approximately 27% of our total enrollments. Approximately 99% of AIU’s enrollments are fully online.

### Career Schools Group:

Campuses included in our Career Schools segments include those which are currently being taught out or those which have completed their teach-out activities or have been sold subsequent to January 1, 2015. As a result of a change in accounting guidance, campuses which have closed or have been sold subsequent to January 1, 2015 no longer meet the criteria for discontinued operations and remain reported within continuing operations on our unaudited condensed consolidated financial statements. Campuses in teach-out employ a gradual teach-out process, enabling them to continue to operate while current students have a reasonable opportunity to complete their course of study; they no longer enroll new students.

“ Culinary Arts includes our Le Cordon Bleu institutions in North America (“LCB”) which offer hands on educational programs in the career-oriented disciplines of culinary arts and patisserie and baking in the commercial-grade kitchens of Le Cordon Bleu. LCB also provides online programs in culinary arts and hotel and restaurant management. These campuses are all expected to complete their teach-out activities during 2017. As of June 30, 2016, students enrolled at LCB represented approximately 13% of our total enrollments.

“ Transitional Group includes our non-LCB campuses which are in teach-out or those which have been closed or sold subsequent to January 1, 2015. Our Transitional Group offers academic programs primarily in the career-oriented discipline of health education complemented by certain programs in business studies and information technology, as well as fashion design, film and video production, graphic design, interior design and visual communications. The campuses within the Transitional Group that have not yet ceased operations as of June 30, 2016 will complete their teach-outs on varying dates through 2018. As of June 30, 2016, students enrolled at the Transitional Group campuses represented approximately 4% of our total enrollments. During the second quarter of 2016, the Company completed the teach-out of three Transitional Group campuses: Collins College, International Academy of Design & Technology Sacramento and Sanford-Brown Institute New York, which continue to be reported as part of the Transitional Group as of June 30, 2016.

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Summary financial information by reporting segment is as follows (dollars in thousands):

	For the Quarter Ended June 30,					
	Revenue			Operating (Loss) Income		
	2016	% of Total	2015	% of Total	2016	2015
CTU <sup>(1)</sup>	\$91,736	50.2 %	\$86,174	39.7 %	\$29,970	\$24,263
AIU <sup>(2)</sup>	50,608	27.7 %	52,024	24.0 %	6,838	5,174
Total University Group	142,344	77.9 %	138,198	63.7 %	36,808	29,437
Corporate and Other	-	0.0 %	39	0.0 %	(5,761 )	(7,036 )
Subtotal	142,344	77.9 %	138,237	63.8 %	31,047	22,401
Culinary Arts	29,998	16.4 %	42,048	19.4 %	361	(10,560)
Transitional Group	10,284	5.6 %	36,543	16.9 %	(14,118)	(31,733)
Total	\$182,626	100.0%	\$216,828	100.0%	\$17,290	\$(19,892)

	For the Year to Date Ended June 30,					
	Revenue			Operating (Loss) Income		
	2016	% of Total	2015	% of Total	2016	2015
CTU <sup>(1)</sup>	\$183,702	48.2 %	\$171,301	38.6 %	\$49,207	\$38,879
AIU <sup>(2)</sup>	103,581	27.2 %	105,090	23.7 %	8,745	2,287
Total University Group	287,283	75.3 %	276,391	62.3 %	57,952	41,166
Corporate and Other	-	NM	78	0.0 %	(11,573)	(12,896)
Subtotal	287,283	75.3 %	276,469	62.3 %	46,379	28,270
Culinary Arts	68,621	18.0 %	86,760	19.5 %	3,467	(10,317)
Transitional Group	25,608	6.7 %	80,613	18.2 %	(25,577)	(62,203)
Total	\$381,512	100.0%	\$443,842	100.0%	\$24,269	\$(44,250)

	Total Assets as of <sup>(3)</sup>	
	June 30, 2016	December 31, 2015
CTU	\$75,469	\$ 76,577
AIU	53,404	53,087
Total University Group	128,873	129,664
Corporate and Other	327,345	372,405
Subtotal	456,218	502,069
Culinary Arts	64,554	71,197
Transitional Group	23,169	28,584
Discontinued Operations	8,853	9,065
Total	\$552,794	\$ 610,915

(1)

Bad debt increased approximately 0.3% and 2.4% as a percentage of revenue for the quarter and year to date ended June 30, 2016 as compared to the respective prior periods, primarily driven by students who are experiencing a greater time lag while completing the financial aid application process due to increased verification procedures implemented by ED.

(2) Bad debt increased approximately 1.4% and 1.7% as a percentage of revenue for the quarter and year to date ended June 30, 2016 as compared to the respective prior periods, primarily driven by students who are experiencing a greater time lag while completing the financial aid application process due to increased verification procedures implemented by ED.

(3) Total assets do not include intercompany receivable or payable activity between schools and corporate and investments in subsidiaries.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The discussion below and other items in this Quarterly Report on Form 10-Q contain "forward-looking statements," as defined in Section 21E of the Securities Exchange Act of 1934, as amended, that reflect our current expectations regarding our future growth, results of operations, cash flows, performance and business prospects, and opportunities, as well as assumptions made by, and information currently available to, our management. We have tried to identify forward-looking statements by using words such as "estimate," "believe," "expect," "trend," "will," "focused on," "continue to" and similar expressions, but these words are not the exclusive means of identifying forward-looking statements. These statements are based on information currently available to us and are subject to various risks, uncertainties, and other factors, including, but not limited to, those matters discussed in Item 1A, "Risk Factors," in our Annual Report on Form 10-K for the year ended December 31, 2015 and our subsequent filings with the Securities and Exchange Commission that could cause our actual growth, results of operations, cash flows, performance, business prospects and opportunities to differ materially from those expressed in, or implied by, these statements. Except as expressly required by the federal securities laws, we undertake no obligation to update such factors or to publicly announce the results of any of the forward-looking statements contained herein to reflect future events, developments, or changed circumstances, or for any other reason. Among the factors that could cause actual results to differ materially from those expressed in, or implied by, our forward-looking statements are the following:

- declines in enrollment;
- increased competition;
- negative trends in the real estate market which could impact the costs related to teaching out campuses and the success of our initiatives to reduce our real estate obligations;
  - our ability to achieve anticipated cost savings and business efficiencies;
- rulemaking by the U.S. Department of Education ("ED") or any state or accreditor and increased focus by Congress, the President and governmental agencies on for-profit education institutions;
- our continued compliance with and eligibility to participate in Title IV Programs under the Higher Education Act of 1965, as amended, and the regulations thereunder (including the gainful employment, 90-10, financial responsibility and administrative capability standards prescribed by ED), as well as applicable accreditation standards and state regulatory requirements;
- the impact of management changes;
- our ability to successfully defend litigation and other claims brought against us; and
- changes in the overall U.S. or global economy.

Readers are also directed to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015 and its subsequent filings with the Securities and Exchange Commission for information about other risks and uncertainties, including, but not limited to, those matters discussed in Item 1A, "Risk Factors," in our Form 10-K.

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read in conjunction with the Company's unaudited condensed consolidated financial statements and the notes thereto appearing elsewhere in this Quarterly Report on Form 10-Q. The MD&A is intended to help investors understand the results of operations, financial condition and present business environment. The MD&A is organized as follows:

- Overview
- Consolidated Results of Operations
- Segment Results of Operations
- Summary of Critical Accounting Policies and Estimates
- Liquidity, Financial Position and Capital Resources

### OVERVIEW

Our academic institutions offer a quality education to a diverse student population in a variety of disciplines through online, campus-based and hybrid learning programs. Our two universities – American InterContinental University (“AIU”) and Colorado Technical University (“CTU”) – provide degree programs through the master’s or doctoral level as well as associate and bachelor’s levels. Both universities predominantly serve students online with career-focused degree programs that are designed to meet the educational demands of today’s busy adults. AIU and CTU continue to show innovation in higher education, advancing new

personalized learning technologies like their intellipath™ adaptive learning platform that allow students to more efficiently pursue earning a degree by receiving course credit for knowledge they can already demonstrate. Career Education is committed to providing quality education that closes the gap between learners who seek to advance their careers and employers needing a qualified workforce.

### Regulatory Environment

We operate in a highly regulated industry, which has significant impacts on our business and creates risks and uncertainties. In recent years, there has been substantial and increasing focus by various members of the U.S. Congress and federal agencies, including ED, the Consumer Financial Protection Bureau and the Federal Trade Commission, on the role that for-profit educational institutions play in higher education. Congressional hearings and roundtable discussions have been held regarding various aspects of the education industry and reports have been issued that are highly critical of for-profit institutions and include a number of recommendations to be considered by Congress in connection with the upcoming reauthorization of the Higher Education Act. A group of influential U.S. senators has strongly and repeatedly encouraged the Departments of Education, Defense and Veterans Affairs to take action to limit or terminate the participation of for-profit educational institutions, including Career Education Corporation, in existing tuition assistance programs.

In addition, ED has formed an inter-agency task force focused on the for-profit sector involving multiple federal agencies and departments including the Federal Trade Commission, the U.S. Departments of Justice, Treasury and Veterans Affairs, the Consumer Financial Protection Bureau, the Securities and Exchange Commission, and numerous state Attorneys General, to coordinate activities and share information to protect students from unfair, deceptive and abusive policies and practices. We believe that the recent actions by the Federal Trade Commission and the multiple Attorney Generals' offices may be related to or coordinated with this task force. We expect that this challenging regulatory environment will continue for for-profit educational institutions, including Career Education Corporation, for the foreseeable future and we cannot predict what legislation, if any, may emanate from Congressional committee hearings or what impact such legislation or the investigations involving us, might have on for-profit institutions and our business in particular.

We encourage you to review Item 1, "Business," and Item 1A, "Risk Factors," in our Annual Report on Form 10-K to learn more about our highly regulated industry and related risks and uncertainties, in addition to the MD&A in our 2016 Quarterly Reports on Form 10-Q.

### Note Regarding Non-GAAP measures

We believe it is useful to present non-GAAP financial measures which exclude certain significant items as a means to understand the performance of our core business. As a general matter, we use non-GAAP financial measures in conjunction with results presented in accordance with GAAP to help analyze the performance of our core business, assist with preparing the annual operating plan, and measure performance for some forms of compensation. In addition, we believe that non-GAAP financial information is used by analysts and others in the investment community to analyze our historical results and to provide estimates of future performance and that failure to report non-GAAP measures could result in a misplaced perception that our results have underperformed or exceeded expectations.

We believe adjusted EBITDA allows us to compare our current operating results with corresponding historical periods and with the operational performance of other companies in our industry because it does not give effect to potential differences caused by items we do not consider reflective of underlying operating performance. We also present adjusted EBITDA because we believe it is frequently used by securities analysts, investors and other interested parties as a measure of performance. In evaluating adjusted EBITDA, investors should be aware that in the future we may incur expenses similar to the adjustments presented below. Our presentation of adjusted EBITDA should not be construed as an inference that our future results will be unaffected by expenses that are unusual, non-routine or non-recurring. Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation, or



as a substitute for net income (loss), operating income (loss), or any other performance measure derived in accordance with and reported under GAAP or as an alternative to cash flow from operating activities or as a measure of our liquidity.

Non-GAAP financial measures, when viewed in a reconciliation to corresponding GAAP financial measures, provide an additional way of viewing the Company's results of operations and the factors and trends affecting the Company's business. Non-GAAP financial measures should be considered as a supplement to, and not as a substitute for, or superior to, the corresponding financial results presented in accordance with GAAP.

#### 2016 Second Quarter Overview

During the second quarter of 2016, we have continued to focus on and invest in our University platforms with the goal of further enhancing student retention and outcomes. Our second quarter results reflect the dedication that our team has towards creating value for our students, employees and stockholders. As a result of our recent performance trends, we have updated our outlook for the full year 2016 and 2017.

Revenue from continuing operations declined \$34.2 million or 15.8% due to an overall 17.1% decrease in total student enrollments for the second quarter of 2016 as compared to the prior year quarter, primarily as a result of our decision to divest or teach out our Career Schools. Excluding our Transitional Group and Culinary Arts campuses which are in teach-out, revenue increased \$4.1 million or 3.0% for the current year quarter as compared to the prior year quarter. For the current year quarter, we reported operating income of \$17.3 million as compared to an operating loss of \$19.9 million for the prior year quarter. This improvement was driven by increased revenues and operational efficiencies within our University Group, as well as decreased admissions and marketing expenses for our campuses in teach-out. Additionally, the prior year quarter included \$12.8 million of severance and related costs primarily related to our May 2015 restructuring decisions. Lastly, we reported cash generated from operations for the current year to date of \$6.0 million, an improvement of \$32.6 million from the prior year to date's cash usage of \$26.6 million. We expect our future operating cash flow to remain subject to typical seasonal trends.

For our University Group, revenue increased \$4.1 million or 3.0% as compared to the prior year quarter, primarily driven by an increase in total student enrollments for CTU. Total enrollments for the University Group increased slightly as of June 30, 2016 as compared to June 30, 2015 as CTU's increase of 2.9% was partially offset with a decrease for AIU's total enrollments of 2.8%. We believe we maintained relatively flat total student enrollments as of the quarter end despite a decline in new student enrollments as a result of our continued focus on student retention and outcomes and providing our students with positive experiences. We have continued to enhance our mobile platform with added functionality and have further leveraged and integrated technologies like intellipath™ into our course offerings, leveraged technology to optimize our student in-take processes to improve the onboarding experience for students, increased faculty interaction with students, refocused orientation processes for new students and made progressive updates to curriculum and course sequencing. We have committed incremental investments in various student-serving areas to further improve overall student experience.

New student enrollments for the University Group decreased 4.0% for the current year quarter as compared to the prior year quarter. AIU's increase of 11.8% for new student enrollments was more than offset with CTU's decline of 10.4%. We believe AIU's new student enrollment increase for the quarter was due, in part, to changes within our operating and management structure at AIU. Additionally, the implementation of a new student advising model, which provides dedicated personal instruction and coaching to new students, should continue to help improve student engagement and translate into improvements in retention. New student enrollments for CTU decreased 10.4% for the current quarter as compared to the prior year quarter. We believe this decrease was due, in part, to execution in various front-end, student onboarding processes. We are currently analyzing the relevant processes to address any issues prospectively. Operating income for the University Group improved by \$7.4 million to \$36.8 million for the current year quarter driven by increased revenue and improved efficiency in operations.

Our efforts surrounding improving our enrollment operations to make the student onboarding process more effective and efficient are ongoing within both our universities. Improving the student experience both before and after a student is enrolled in one of our programs will help provide stronger engagement by incoming students. We believe stronger student engagement will further enhance student retention and student outcomes and ultimately increase the long-term academic value of our University platforms.

We believe the use of an adjusted EBITDA measure allows us to compare our current operating results for our operations with corresponding historical periods and with the operational performance of other companies in our industry because it does not give effect to potential differences caused by items we do not consider reflective of underlying operating performance. As the Transitional Group and Culinary Arts segments have been announced for

teach-out, we view these operations as not reflective of the ongoing business. As a result, management views adjusted EBITDA from the University Group and Corporate separately from the remainder of the organization, to assess results and make decisions. Adjusted EBITDA for the current quarter and year to date as compared to the respective prior periods is presented below.

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	For the Quarter Ended		For the Year to Date Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Adjusted EBITDA (\$ in thousands)				
University Group and Corporate:				
Income (loss) from continuing operations <sup>(1)</sup>	\$ 12,624	\$ (20,003)	\$ 15,714	\$ (44,532)
Provision for (benefit from) income taxes	4,620	(747 )	8,755	(958 )
Transitional Group pre-tax loss	14,014	32,624	25,330	63,094
Culinary Arts pre-tax (income) loss	(362 )	10,532	(3,469 )	10,282
Interest income, net <sup>(2)</sup>	(184 )	(52 )	(212 )	(50 )
Depreciation and amortization <sup>(2)</sup>	2,777	3,956	5,880	8,317
Stock-based compensation <sup>(2)</sup>	847	530	1,391	1,470
Asset impairments <sup>(2)</sup>	-	-	237	-
Unused space charges <sup>(2) (3)</sup>	(54 )	(348 )	855	208
Adjusted EBITDA--University Group and Corporate	\$ 34,282	\$ 26,492	\$ 54,481	\$ 37,831
Memo: Advertising Expenses <sup>(2)</sup>	\$ 32,585	\$ 34,258	\$ 76,551	\$ 84,845
Transitional Group, Culinary Arts and Discontinued Operations:				
Income (loss) from continuing operations <sup>(1)</sup>	\$(785 )	\$(720 )	\$(864 )	\$(1,072 )
Benefit from income taxes from discontinued operations	(470 )	-	(517 )	-
Transitional Group pre-tax loss	(14,014)	(32,624)	(25,330)	(63,094)
Culinary Arts pre-tax income (loss)	362	(10,532)	3,469	(10,282)
Interest income, net <sup>(4)</sup>	(1 )	-	(2 )	-
Loss on sale of business <sup>(4)</sup>	-	917	-	917
Depreciation and amortization <sup>(4)</sup>	2,425	3,231	5,891	5,582
Legal settlements <sup>(4) (5)</sup>	-	(166 )	-	1,319
Asset impairments <sup>(4)</sup>	-	11,372	-	17,391
Unused space charges <sup>(3) (4)</sup>	3,802	(2,305 )	1,694	(4,729 )
Adjusted EBITDA--Transitional, Culinary Arts and Discontinued Operations	\$(8,681 )	\$(30,827)	\$(15,659)	\$(53,968)
Consolidated Adjusted EBITDA	\$ 25,601	\$ (4,335 )	\$ 38,822	\$ (16,137)

(1) Income (loss) from continuing operations and loss from discontinued operations make up the components of net income (loss). A reconciliation of these components for the quarters and years to to date ended June 30, 2016 and June 30, 2015 is presented below:

	For the Quarter Ended June 30,		For the Year to Date Ended June 30,	
	2016	2015	2016	2015
Income (loss) from continuing operations	\$ 12,624	\$ (20,003)	\$ 15,714	\$ (44,532)
Loss from discontinued operations	(785 )	(720 )	(864 )	(1,072 )
Net income (loss)	\$ 11,839	\$ (20,723)	\$ 14,850	\$ (45,604)

(2) Amounts relate to ongoing operations, excluding the Transitional Group, Culinary Arts and discontinued operations.

(3) Unused space charges represent the net present value of remaining lease obligations for vacated space less an estimated amount for sublease income as well as the subsequent accretion of these charges. These charges relate to

exiting leased space as the Company continues to right-size the organization and therefore are not considered representative of ongoing operations.

(4) Amounts relate to the Transitional Group, Culinary Arts and discontinued operations.

(5) Legal settlement amounts are net of insurance recoveries.

Net income was \$11.8 million for the current year quarter as compared to a net loss of \$20.7 million in the prior year quarter. Consolidated adjusted EBITDA was \$25.6 million for the current year quarter as compared to a negative consolidated adjusted EBITDA of \$4.3 million in the prior year quarter, reflecting an improvement of \$29.9 million. Adjusted EBITDA for the University Group and Corporate improved \$7.8 million or 29.4% for the current year quarter as compared to the prior year quarter driven by increased revenue and improved efficiency in operations.

Within our teach-out segments, we are experiencing better than estimated total student enrollment as the campuses wind-down operations. Operating income for Culinary Arts improved by \$10.9 million for the current quarter as compared to the prior year quarter and operating loss for the Transitional Group improved by \$17.6 million for the same period. Adjusted EBITDA for the Transitional Group, Culinary Arts and discontinued operations improved to negative \$8.7 million for the current year quarter as compared to negative \$30.8 million in the prior year quarter as a result of the inherent economics of the wind-down of our Transitional Group and Culinary Arts campuses. As the teach-outs progress, we expect to see increased operating losses through the end of the teach-outs as the operating expenses to support and serve our students will exceed the revenue from these students as they continue to graduate. We have 22 campuses remaining within the Transitional Group and 17 campuses within the Culinary Arts segment at the end of the second quarter of 2016, which will complete their teach-out at varying dates through 2018 with the majority being complete by the end of 2017.

For the second half of 2016, our goals and priorities remain the same as previously disclosed. We are focused on continuing to improve the market position of our Universities by strengthening the breadth of program offerings, and leveraging faculty and technology, with the goal of continuing to enhance student retention and outcomes as well as continuing to responsibly manage the teach-outs of our Career School campuses to provide each student with the attention and resources needed to complete their chosen field of study.

We expect year-over-year quarterly performance to start to become more normalized in the second half of the year as we begin to anniversary some of our strategic initiatives that were implemented in the prior year. As our teach-out strategy progresses, revenue will continue to decline while we maintain our commitments to students which will drive operating losses in future quarters as we maintain sufficient staffing and facilities to support our students. We continue to invest in our University Group to help them achieve their full potential and produce improved student outcomes and believe they are well-positioned as we progress through the year. As a result of the improvement in our retention trends, the continued efficiency and stability within the University Group and better than estimated total student enrollment at our teach-out campuses, we are increasing the outlook that we provided last quarter.

Previously we disclosed expectations for 2016 adjusted EBITDA for consolidated operations to be a flat to modest increase as compared to 2015; we now expect 2016 adjusted EBITDA to improve for consolidated operations as compared to 2015 and to be positive. In line with this improvement we are raising our expectations surrounding our ending cash, cash equivalents, restricted cash and available-for-sale short-term and long-term investments, net of borrowings, to now be approximately \$160 million to \$170 million as of December 2016 as compared to the previous guidance of \$150 million to \$160 million. Additionally, we now expect 2017 adjusted EBITDA for consolidated operations to be flat as compared to 2016 and ending cash, cash equivalents, restricted cash and available-for-sale short-term and long-term investments, net of borrowings, to be \$140 million to \$155 million.

Forward looking adjusted EBITDA expectations are estimated on a basis consistent with adjusted EBITDA calculations presented in the reconciliation of GAAP to non-GAAP items above. Net income, which is the most directly comparable GAAP measure to consolidated adjusted EBITDA, may not follow the same trends as discussed in our outlook above because of adjustments made for unused space charges that represent the present value of future remaining lease obligations for vacated space less an estimated amount for sublease income as well as income taxes, depreciation, amortization, asset impairment charges, interest income, interest expense and stock compensation. The expectations provided in the paragraph above for 2016 and beyond are based on the following updated key assumptions and factors, among others: (i) flat-to-modest total enrollment growth within the University Group while achieving the intended University Group efficiencies, (ii) teach-outs to progress as expected and performance consistent with current trends, (iii) achievement of recovery rates for the Company's real estate obligations and timing of any associated lease termination payments consistent with the Company's historical experiences, (iv) right-sizing of the Company's corporate expense structure to serve primarily online institutions, (v) no material changes in the legal or regulatory environment and excludes legal settlements, regulatory settlements and any impact of new or proposed

regulations, and (vi) consistent working capital movements in line with historical operating trends and potential impacts of teach-out campuses on working capital in line with expectations. Although these estimates and assumptions are based upon management's good faith beliefs regarding current events and actions that may be undertaken in the future, actual results could differ materially from these estimates.

Overall, our improved operating and financial stability continues to give us confidence to invest in our future. Our University Group continues to perform well despite industry challenges and we continue to make investments in the business and in improving the quality and depth of our curriculum. Our University Group remains well-positioned, with talented leadership, strong brands and excellent programs. We continue to responsibly manage our teach-outs as we support our students through the completion of their programs. With this improved stability and operating profile, we are investing more time, intellectual capital and dollars to help achieve our full potential and produce strong student retention and outcomes.

Regulatory Updates

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Debt Forgiveness Rulemaking Initiatives. Earlier this year, a committee established by ED failed to reach consensus on proposed regulations for determining the criteria ED will use to identify acts or omissions of an institution that constitute defenses to repayment of Direct Loans, the standards and procedures to determine liability of an institution for amounts based on borrower defenses and the effect that borrower defenses to loan repayment may have on ED's assessment of institutional capability. In June 2016, ED issued proposed regulations regarding these topics, which are commonly referred to as "defense to repayment."

If adopted in the proposed form, the proposed regulations would provide repayment relief to students in respect of student loans first disbursed after July 1, 2017 where a school breaches contractual promises to a student; certain judgments are entered against a school related to the loan or the educational services after a contested proceeding; or the school makes substantial misrepresentations about the nature of its educational programs, financial charges or employability of graduates, or insubstantial misrepresentations where other factors are present, such as pressure to enroll quickly or taking advantage of students' distress or lack of knowledge or sophistication. The proposed regulations also would allow ED to identify and grant relief to groups of students where there are common facts, including students who have not requested relief.

As proposed, ED would be entitled to seek reimbursement from the school in most cases in respect of loans discharged under the new procedure, although certain questions may exist regarding its authority in this regard.

In addition, the proposed regulations specify triggers regarding an institution's financial responsibility and administrative capacity that would automatically require a school to post a letter of credit in the amount of at least 10% of the school's annual Title IV disbursements. These triggers include: the commencement of a major lawsuit by a state or federal government entity, such as state Attorneys General, the Consumer Financial Protection Bureau or the Federal Trade Commission; the filing of a substantial number of borrower defense claims; default by the school on its debt obligations; failure of the school to satisfy the 90/10 Rule; and/or action by the school's accreditor that could result in the school losing its accreditation. If a school experiences any of these triggers, the school would be required to warn prospective and current students that it has been required to provide enhanced financial protection to ED.

The proposed regulations also would require disclosures by for-profit institutions if student loan repayment rates fall below specified levels. Student loan repayment rates for these purposes would be measured by ED as the percentage change in the original outstanding balance for a borrower upon entering repayment (including any accrued interest) and the current outstanding balance for the cohort of borrowers whose Title IV Program loans entered repayment during the fifth fiscal year preceding the most recently completed fiscal year. For each borrower in the cohort, ED would calculate the five-year change in those outstanding balances and then determine the median change for the cohort. Any for-profit institution with a rate that is negative, reflecting negative amortization for the cohort, or which is 0%, would be required to include warning language on its website and in all advertising and promotional materials, as well as provide the warning to prospective and enrolled students.

The proposed regulations, if adopted, could result in significant potential risks for our business, since the precise standards for student loan discharge may be unclear or subject to interpretation in a manner that is adverse to us and not fully known or predictable in advance, and certain of the potential adverse consequences could arise from the mere



commencement of enforcement actions by state or federal government entities, or the filing of student claims for debt relief, even if these actions and claims ultimately are found to lack merit. Furthermore, the potential significant discretion vested in ED to administer the regulations, including fact-finding, may result in unexpected outcomes that materially and adversely affect our business. If we are required to post letters of credit, we may not have the capacity to do so. In order to reduce the risk associated with these proposed regulations, if adopted, we may need to modify our practices or strategies and incur costs of compliance and of developing and implementing changes in operations, which in each case may be material. In addition, our flexibility in responding to state or federal and certain private lawsuits may be materially reduced because of the possible significant ancillary consequences of an adverse judgment or finding.

The effective date of the proposed regulations, if adopted, cannot be determined at this time, but the proposed regulations could be effective as early as July 1, 2017. More information can be found at <http://www2.ed.gov/policy/highered/reg/hearulemaking/2016/index.html>.

HLC Rulemaking Initiatives. In April 2016, ED issued a “Dear Colleague Letter” to federally recognized accrediting agencies regarding the flexibility those agencies have in differentiating their reviews of institutions and programs. ED’s letter encourages accrediting agencies to use that flexibility to focus monitoring and resources on student achievement and problematic institutions or programs. ED also encourages regional accreditors, such as The Higher Learning Commission (“HLC”), to consider adding the use of quantitative measures, in addition to the qualitative measures of student achievement already utilized, in reviewing institutions’ processes for evaluating and validating student learning, and to consider licensing and placement rates in its accreditation of institutions that offer applied, professional and occupational programs.

We were notified on July 14, 2016 that the Board of HLC, at its June 30 – July 1, 2016 meeting, approved potential changes to its Special Monitoring Policy. The HLC Board has indicated it will take final action on these proposed changes at its late summer meeting after considering any comments it receives from an abbreviated comment period ending on August 1, 2016.

The proposed revisions to the Special Monitoring Policy, if adopted in their present form, would allow the President of HLC to publicly designate an institution as a school “in financial distress” or “under governmental investigation.” The financial distress designation could be triggered under various circumstances including several that may not constitute actual financial distress. The factors listed in the proposal include: diminished financial contribution from a state; escalation in institutional indebtedness; placement by ED on Heightened Cash Monitoring; formal declaration by the institution of financial exigency or emergency; or other similar financial situation. The governmental investigation designation could be triggered by any of the following: an investigation by one or more state attorneys general, the Federal Trade Commission, the U.S. Department of Justice or other federal agency; a notice of intended limitation, suspension or termination action by ED; or other significant investigations, litigation or enforcement action related to institutional or academic operations or activities. The proposal calls for additional monitoring and quarterly financial reporting by the institution and, most significantly, a restriction on HLC’s consideration of any requests for substantive change at the institution, unless the institution can demonstrate that the change is necessary to remedy its issues and that it has sufficient resources to support the change.

The breadth of conditions in the proposal that could result in the public designation of an institution as “in financial distress” or “under governmental investigation” would likely cause our HLC-accredited institutions, AIU and CTU, to be labeled with one or both of these designations. See Note 8 “Contingencies” to our unaudited condensed consolidated financial statements for information regarding the current Heightened Cash Monitoring status imposed on our institutions and certain current pending governmental inquiries. The status and timing of certain investigations and other actions that could result in one of these designations may be unknown and open-ended and, in some cases, we are not informed when they are closed or completed. Therefore, it would be difficult to predict if and when our institutions would be in a position to remove these designations by HLC should they be applied in the manner described in the proposal. The imposition of these public designations and the potential restrictions on our ability to implement substantive changes at our HLC-accredited institutions could have a material adverse impact on our business, results of operations, cash flows and financial condition.

**State Authorization Proposed Regulations.** On July 25, 2016, ED released proposed regulations regarding state authorization of distance education, correspondence and foreign programs. These proposed regulations would require an institution offering distance education or correspondence courses to be authorized by each state in which the institution enrolls students, if such authorization is required by the state, in order to award Title IV Program financial aid to those students. An institution could obtain such authorization directly from the state or through a state authorization reciprocity agreement. In 2015, AIU and CTU were approved to participate in a consortia program called the State Authorization Reciprocity Agreement (“SARA”) by their home states (Illinois and Colorado, respectively), which we believe will meet ED’s new proposed definition of “state authorization reciprocity agreement.” As of July 30, 2016, 39 states and the District of Columbia are SARA participants with additional states moving towards applying for membership ([www.nc-sara.org](http://www.nc-sara.org)). For those states that have not adopted laws to participate in SARA, AIU and CTU have sought confirmation of an exemption or separate state approval. Included in the proposed regulations are a number of general and individualized disclosures for prospective students including how programs are authorized, complaint processes, adverse actions by state and accrediting agencies, and prerequisites for licensure or certification for certain programs. Comments are due by August 24, 2016. The Company cannot predict the impact, if any, that these proposed regulations would have if adopted.

**ACICS Recognition by ED.** In order to participate in Title IV Programs, an institution must be accredited by an accrediting agency recognized by ED. All accrediting agencies that are recognized by ED are subject to periodic review by ED, at which time ED determines whether the agency continues to meet ED’s recognition criteria. The current approval for the Accrediting Council for Independent Colleges and Schools (“ACICS”) expires in 2016 and ED staff has recommended denial of ACICS’ request for renewal. There are several additional steps in the review process

before this decision becomes final, and there is an opportunity for ACICS to appeal any negative decision. If ACICS loses recognition by ED as an approved Title IV accreditor, the institutions it accredits would have 18 months to become accredited by a different eligible agency in order to maintain Title IV eligibility. All of our ACICS-accredited campuses are in teach-out and we believe those teach-outs will be substantially complete prior to the expiration of this 18 month period of continued Title IV eligibility. Any remaining campuses are not expected to have a material impact to the Company. Therefore, we do not plan to seek other institutional accreditation for our ACICS-accredited campuses. However, although Title IV eligibility continues during this 18 month period, there could be some impact regarding state licensure where it is linked to accreditation. We expect that ED and various states will provide additional information to ACICS-accredited institutions as this situation develops.

## CONSOLIDATED RESULTS OF OPERATIONS

The summary of selected financial data table below should be referenced in connection with a review of the following discussion of our results of operations for the quarters and years to date ended June 30, 2016 and 2015 (dollars in thousands):

	For the Quarter Ended June 30,			For the Year to Date Ended June 30,					
	2016	% of Revenue	2015	% of Revenue	2016	% of Revenue	2015	% of Revenue	
TOTAL REVENUE	\$182,626		\$216,828		\$381,512		\$443,842		
<b>OPERATING EXPENSES</b>									
Educational services and facilities <sup>(1)</sup>	58,062	31.8 %	73,064	33.7 %	119,600	31.3 %	147,958	33.3 %	
General and administrative: <sup>(2)</sup>									
Advertising	32,641	17.9 %	50,878	23.5 %	76,816	20.1 %	123,440	27.8 %	
Admissions	20,484	11.2 %	28,085	13.0 %	43,510	11.4 %	57,155	12.9 %	
Administrative	43,679	23.9 %	61,252	28.2 %	90,434	23.7 %	119,024	26.8 %	
Bad debt	5,268	2.9 %	4,956	2.3 %	14,875	3.9 %	9,225	2.1 %	
Total general and administrative expense	102,072	55.9 %	145,171	67.0 %	225,635	59.1 %	308,844	69.6 %	
Depreciation and amortization	5,202	2.8 %	7,113	3.3 %	11,771	3.1 %	13,899	3.1 %	
Asset impairment	-	0.0 %	11,372	5.2 %	237	0.1 %	17,391	3.9 %	
OPERATING INCOME (LOSS)	17,290	9.5 %	(19,892 )	-9.2 %	24,269	6.4 %	(44,250 )	-10.0 %	
PRETAX INCOME (LOSS)	17,244	9.4 %	(20,750 )	-9.6 %	24,469	6.4 %	(45,490 )	-10.2 %	
PROVISION FOR (BENEFIT FROM) INCOME TAXES	4,620	2.5 %	(747 )	-0.3 %	8,755	2.3 %	(958 )	-0.2 %	
Effective tax rate	26.8 %		-3.6 %		35.8 %		-2.1 %		
INCOME (LOSS) FROM CONTINUING OPERATIONS	12,624	6.9 %	(20,003 )	-9.2 %	15,714	4.1 %	(44,532 )	-10.0 %	
LOSS FROM DISCONTINUED OPERATIONS, net of tax	(785 )	-0.4 %	(720 )	-0.3 %	(864 )	-0.2 %	(1,072 )	-0.2 %	

NET INCOME (LOSS)	\$11,839	6.5	%	\$(20,723 )	-9.6
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